

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

SILVER-MILLER MINES LIMITED

(No Personal Liability)

Incorporated under Ontario Companies Act (Part XI) by Letters Patent
dated 9th January, 1946

1. Address of the Company's Head Office and of any other offices:
Head Office: 226 Bay Street, Toronto, Ontario

2. Officers of the Company:

OFFICE HELD	NAME	ADDRESS	OCCUPATION
President	Clarence Orrin Stee	404 Glencairn Ave., Toronto, Ont.	Mining Engineer
Vice-President	Henry Geo. Miller	Cobalt, Ont.	Prospector
Secretary-Treasurer	Roland Lewis LeLiever	226 Bay Street, Toronto, Ont.	Secretary

3. Directors of the Company:

NAME	ADDRESS	OCCUPATION
Clarence Orrin Stee	404 Glencairn Ave., Toronto	Mining Engineer
Henry Geo. Miller	Cobalt, Ontario	Prospector
Mervyn Dennison Taylor	78 Walker Ave., Toronto	Broker
Norman Vincent	80 Richmond St. W., Toronto	Mining Executive
Marion Margaret Smith	314 Jarvis Street, Toronto	Bookkeeper

4. Amount of authorized capital: Three million dollars (\$3,000,000.00)

5. Number of shares and par value: Three million (3,000,000) shares par value \$1.00 each

6. Full details of all shares issued in payment for properties or for any other assets other than cash:

Date	Number of Shares	Consideration
January 14, 1946	1,000,000	The Company issued one million shares and \$6,500.00 in cash in consideration for the transfer to the Company of patented mining claims described as Parcels 5053, 7543, 6809 and 6810 in the Register for South Section, Temiskaming; together with assignment of a lease of Parcel 3411 in the Register for North Division Nipissing. This lease runs until October 1st, 1946, with the right to renew for a further period of two years, and contains an option to purchase the said claim for \$10,000.00 exercisable on or before October 1st, 1946.
The Company also acquired on the same date certain plant and equipment on the above properties for a further cash consideration of \$2,500.00.		

Total..... 1,000,000

7. Number of shares sold for cash..... 700,006

8. Total number of shares issued 1,700,006

9. Number of shares now in treasury or otherwise unissued: 1,299,994

This listing statement is a copy of the listing application made by the applicant company. The Exchange has received no consideration in connection with the issue of this listing statement other than the customary listing fee. The papers and exhibits submitted by the applicant company in support of the listing application are open for inspection at the general office of the Exchange.

10. Full details of all shares sold for cash.	<table><tr><th>Date</th><th>Number of Shares</th><th>Price per Share</th><th>Amount realized by Company</th></tr><tr><td>Jan. 11th, 1946</td><td>6</td><td>\$1 .00</td><td>\$ 6.00</td></tr><tr><td>Mar. 13th, 1946</td><td>300,000</td><td>.10</td><td>30,000.00</td></tr><tr><td>June 12th, 1946</td><td>200,000</td><td>.15</td><td>30,000.00</td></tr><tr><td>Sept. 13th, 1946</td><td>60,000</td><td>.20</td><td>12,000.00</td></tr><tr><td>Sept. 23rd, 1946</td><td>40,000</td><td>.20</td><td>8,000.00</td></tr><tr><td>Sept. 26th, 1946</td><td>100,000</td><td>.25</td><td>25,000.00</td></tr><tr><td>Total.....</td><td>700,006</td><td></td><td>\$105,006.00</td></tr></table>	Date	Number of Shares	Price per Share	Amount realized by Company	Jan. 11th, 1946	6	\$1 .00	\$ 6.00	Mar. 13th, 1946	300,000	.10	30,000.00	June 12th, 1946	200,000	.15	30,000.00	Sept. 13th, 1946	60,000	.20	12,000.00	Sept. 23rd, 1946	40,000	.20	8,000.00	Sept. 26th, 1946	100,000	.25	25,000.00	Total.....	700,006		\$105,006.00
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11. Particulars of any issued shares held in trust for the Company or donated for treasury purposes.	None																																
12. Date of last annual meeting.	None held as yet																																
13. Date of last report to shareholders.	None yet made																																
14. Details of any treasury shares (or shares issued subject to payment or shares held for the benefit of the treasury) now under option or the subject of any underwriting or sales agreement. If none, this to be stated.	<p>By an agreement dated 14th January, 1946, between the Company and Mervyn Malartic Gold Mines Ltd., the said Mervyn Malartic Gold Mines Limited agreed to purchase 300,000 shares at 10c per share in consideration of which the Company granted options on a further 1,400,000 shares at prices ranging from 15c per share to 50c per share.</p> <p>Mervyn Malartic Gold Mines Limited has purchased the 300,000 shares at 10c per share and has exercised its option to purchase 200,000 shares at 15c per share, 100,000 shares at 20c a share and 100,000 shares at 25c a share, as set out in item 10 above, and the balance of the options remaining outstanding is as follows:</p> <p>100,000 shares at 30c per share until Aug. 28th, 1947 100,000 shares at 35c per share until Aug. 28th, 1947 100,000 shares at 40c per share until Aug. 28th, 1947 700,000 shares at 50c per share until Aug. 28th, 1947</p>																																
15. Details of any shares pooled, deposited in escrow, non-transferable or held under any syndicate agreement or control.	300,000 shares part of the stock issued in payment for properties as set out in item 6 to be held in escrow by the Canada Trust Company at Toronto, subject to release pro rata at the rate of one vendors share for each treasury share sold with the consent of the Ontario Securities Commission and the Board of Directors of the Company.																																
16. Details of any registration with or approval or authority for sale granted by or any filing with a Securities Commission or corresponding Government body.	The Company has filed Statement Form V with the Ontario Securities Commission and official receipt for such filing was issued by the Securities Commission under date of February 28th, 1946.																																
17. Has any application for registration with or approval or authority for sale by or any filing with a Securities Commission or corresponding Government body ever been refused, cancelled or revoked? If so, give particulars.	No																																

18. Particulars of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
19. Names and addresses of all transfer agents.	Canada Trust Company, 14 King Street East, Toronto.
20. Particulars of any fee charged upon transfers other than customary government taxes.	Twenty-five cents (25c) for each new certificate issued.
21. Names and addresses of all registrars.	Canada Trust Company, 14 King Street East, Toronto.
22. Are any lawsuits pending against the Company or any of its properties, or are there any other circumstances which might affect the Company's position or title adversely? If so, explain fully.	No
<p>23. Enumerate fully, giving claim or property numbers, approximate acreage, townships and mining camp or oil field:</p> <p>(a) Properties owned where titles vested in Company.</p> <p>(b) Properties leased.</p> <p>(c) Properties otherwise held.</p> <p>Give particulars of title held by the Company in each instance, (e.g. patented, unpatented, Crown granted, held under mining license, perpetual lease, etc.)</p>	<p>The Company owns the following patented mining claims situate in the Township of Coleman, District of Temiskaming and Province of Ontario, free and clear of encumbrance, namely: Parcels numbered 5053, 7543, 6809 and 6810.</p> <p>The Company is the assignee of a lease covering Parcel No. 3411 in the Register for N. Division Nipissing, covering approximately 20 acres. The said lease runs for a period of 2 years from 2nd October, 1944, renewable for further period of 2 years at option of the Lessee. The lease also contains an option to purchase said Parcel for \$10,000.00, exercisable on or before 1st October, 1946.</p>
24. Full particulars of any royalties or other charges payable upon production from each individual property.	Under the terms of the above mentioned lease the Company, during the term of the lease, was bound to pay a royalty of 10% of the net smelting returns for all minerals removed from the said land, together with 10% of the net smelting return recovered or removed from any adjoining properties which may be removed through the shafts or underground workings of the leased lands.

25. Describe plant and equipment on property.	The plant and equipment presently on the properties of the Company include the following: 3 shaft houses; hoist room and steel sharpening shop; miners' change house; small store room; house used as office; two hoists; four air-driven pumps; eight drifters; two stopers; two pluggers and miscellaneous equipment.
26. Describe development accomplished and planned.	<p>Development work performed by previous owners of this property described in the Report of G. D. McLeod, Mining Engineer, filed herewith. The present work being done on the W. $\frac{1}{2}$ of the N.E. $\frac{1}{4}$ of the N. $\frac{1}{2}$ of Lot Two in the 3rd Concession of the Township of Coleman, known as Parcel 3411, consists of a continuation of the S.W. crosscut from the S.E. drift, to connect with number Four shaft, south of this claim.</p> <p>The Company plans to implement the recommendations of Mr. McLeod. The following is a quotation from his Report:</p> <p>"With the above facts regarding the geological formations and structure and the presence of a large unexplored area to the southwest, especially in the contact zone in the diabase, it would be reasonable to assume that if a vigorous diamond drill program was carried through, values might be found in the areas above and below the upper contact between the Keewatin and the Nipissing Diabase. There is no record of any diamond drilling ever having been done on the properties. The lower workings should be drilled for vein intersections, and the present veins showing bloom, opened up, or explored by 'X'-ray drilling."</p>
27. Date and author of mining engineer's or petroleum geologist's report filed with this application and available for inspection on request.	<p>George David McLeod</p> <p>Report dated June 14th, 1946.</p>
28. Full particulars of production to date.	None
29. Have any dividends been paid? If so, give dates, per share rate, and amount paid in dollars on each distribution.	None
30. Name and address of the solicitor or attorney whose certificate as to titles and to the fact that there are no encumbrances or tax arrears has been filed with the Exchange.	<p>Messrs. Fennell, McLean & Davis,</p> <p>704, 357 Bay Street,</p> <p>Toronto.</p>
31. Name and address of the solicitor or attorney whose certificate as to the legality of the incorporation and organization of the company, the validity of its shares and the fact that they are fully paid and non-assessable has been filed with the Exchange.	<p>Messrs. Fennell, McLean & Davis,</p> <p>704, 357 Bay Street,</p> <p>Toronto.</p>
32. Has the listing of any shares of the Company ever been refused or deferred on any stock exchange? If so, give particulars.	No
33. Have any shares of the Company ever been listed on any other stock exchange? If so, give particulars.	No

Dated at Toronto the 26th day of September, 1946.



SILVER-MILLER MINES LIMITED
 (No Personal Liability)
 "C. O. STEE," *President.*
 "R. LE LIEVER," *Secretary.*

STATEMENT SHOWING NUMBER OF SHAREHOLDERS

as of June 15th, 1946

Number			Shares
12	Holders of	1 - 100 shares.....	705
119	" "	101 - 1000 ".....	90,700
12	" "	1001 - 2000 ".....	23,400
7	" "	2001 - 3000 ".....	18,500
2	" "	3001 - 4000 ".....	7,500
9	" "	4001 - 5000 ".....	45,000
13	" "	5001 - up ".....	1,314,201
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174	Stockholders	Total Shares.....	1,500,006

FINANCIAL STATEMENTS

BALANCE SHEET AS AT 15th JUNE, 1946

ASSETS

Cash in banks.....	\$ 39,377.06
Deposit on power contract.....	510.00
Mining equipment.....	5,087.38
Mining properties.....	106,500.00

EXPENDITURES:

Wages.....	\$3,417.17
Incorporation.....	2,135.00
Supplies.....	917.97
Power.....	841.32
Sundry.....	544.17
Exploration and survey.....	525.93
Workmen's compensation.....	150.00
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	8,531.56
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	\$160,006.00

CAPITAL

Authorized—3,000,000 shares of a par value of \$1.00 each.	
Issued and Fully Paid—1,500,006 shares.....	\$1,500,006.00
Less discount thereon.....	1,340,000.00
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	\$160,006.00

I have examined the above Balance Sheet of Silver-Miller Mines Limited (No Personal Liability) as at 15 June, 1946, and certify that my requirements as auditor have been complied with.

I report that, in my opinion, the above Balance Sheet is properly drawn up so as to exhibit a true and correct view of the state of the Company's affairs according to the best of my information and the explanations given to me and as shown by the books of the Company.

A. R. HALLADAY,

Toronto, Ontario, 25 June, 1946.

Chartered Accountant.

STATEMENT FOR PERIOD JUNE 15 TO SEPTEMBER 25, 1946

Cash on hand as at June 15, 1946.....	\$39,377.06
Received.....	45,035.00*
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TOTAL.....	\$84,412.06
Expenditures as detailed below.....	29,466.30
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	\$54,945.76
Add deposit re drilling contract.....	3,000.00
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TOTAL CASH ON HAND, SEPTEMBER 26, 1946.....	\$57,945.76

EXPENDITURES

Diamond Drilling.....	\$ 7,261.04**
Drilling Deposit.....	3,000.00
Purchase of Equipment.....	3,000.00
Engineer's Fees.....	1,175.00
Listing (T.S.E.).....	1,000.00
Head Office Expense.....	902.27
Mine Expense—Wages, etc.....	13,127.99
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	\$29,466.30

*Includes sale of 100,000 treasury shares at 20 cents each and 100,000 treasury shares at 25 cents each (see item 10 on page 2).

**1,307 feet underground drilling and 2,668 feet surface drilling to September 15, 1946.

"R. L. LE LIEVER," *Secretary.*

ENGINEER'S REPORT

REPORT ON SILVER-MILLER MINES LTD.

Cobalt, Ontario, Canada

June 14, 1946

LAND OWNED

The Silver-Miller Mines Ltd. is the owner in fee simple with absolute title to these certain parcels of land, and land covered with water, granted by the Crown as Mining Lands duly registered in said office of lands titles as parcels numbered 3506, 3510, 5053 and 7178 in the register for Nipissing North Division, situate in said township of Coleman in the District of Timiskaming in the Province of Ontario, Canada.

Parcel number 3506 comprises the S.W. $\frac{1}{4}$ of N. $\frac{1}{2}$ of lot number two in the third concession of the township of Coleman, and contains forty acres more or less.

Parcel number 3510 comprises the S.E. $\frac{1}{4}$ of N. $\frac{1}{2}$ of lot number three in the third concession of the township of Coleman, and contains forty acres more or less.

Parcel number 3510 also comprises the N.E. part of the S. part of lot number three in the third concession of the township of Coleman, and contains forty acres more or less.

Parcel number 5053 comprises the N.W. $\frac{1}{4}$ of the N. $\frac{1}{2}$ of lot two in third concession of the township of Coleman, and contains forty acres more or less.

Parcel number 7158 comprises the N.E. $\frac{1}{4}$ of the N. $\frac{1}{2}$ of lot number three in the third concession of the township of Coleman, and contains forty acres more or less. All these properties are patented.

LAND UNDER LEASE AND OPTION

The Silver-Miller Mines Ltd. has under lease with an option to purchase the patented claim consisting of twenty acres more or less and situated in the W. $\frac{1}{2}$ of the N.E. $\frac{1}{4}$ of the N. $\frac{1}{2}$ of lot number two in the third concession of the township of Coleman. This claim is called the Lumsden Property, and the workings on it will be used for access and egress to the workings to and below the Rochester property. It will also be used for ventilation purposes.

The total acreage in the above group of properties is two hundred and fourteen acres more or less.

PROPERTIES EXAMINED

The two mine workings examined were the Lumsden and the Rochester.

Lumsden Mine

The Lumsden Mine property comprises the W. $\frac{1}{2}$ of N.E. $\frac{1}{4}$ of the N. $\frac{1}{2}$ of lot two in the third concession of the township of Coleman.

From 1913 to 1921 the property produced 21,088 ounces of silver. There is no record of the amount of cobalt produced, as, at that time, there was no demand for the metal. The seller was only paid for the silver content of the ore.

The Lumsden Mine is accessible by a shaft down to a depth of four hundred feet. There are two main levels and one sub-level.

The first level is two hundred and fifty feet below the shaft collar and is practically all in the Keewatin formation, excepting a small area at the north-east end where the Nipissing diabase is contacted. A total of 1,120 feet of drifting, and cross-cutting was done on this level, and about two hundred feet of raising.

The sub-level is up twenty-five feet above the first level, but, as it was driven on number one vein, it was pretty well stoped out. A total of 875 feet of drifting and cross-cutting was done on this sub-level. It is all in the Keewatin except at the extreme north end, where the diabase is contacted.

The second level is two hundred and eighty-five feet below the collar of the shaft. The shaft enters the diabase at this elevation, but the level drifting and cross-cutting is practically all in the Keewatin formation. The south-west drift was driven in the Keewatin formation, parallel to the Keewatin-Nipissing diabase contact, and only the short north-westerly cross-cuts were driven through the contact, which has a north-easterly strike. The long south-west drift, although driven from the Lumsden shaft, is actually on the Rochester property.

The long south-east drift is all in the Keewatin formation.

A total of 1,920 feet of drifting and cross-cutting was done on this level.

PREVIOUS DEVELOPMENT WORK

Previous drifting, cross-cutting and raising might be classed as exploration work in this mine because there was never a large ore-body to develop. The former mining method was to follow any stringers by drifting, cross-cutting, raising or winze sinking. If a pocket or a vein showed values, the ore was scrambled out or the back was taken down and a shrinkage stope started. The total footage done on the Lumsden property was 2,955 feet of drifting, 300 feet of raising, and about fifty feet of winze sinking.

PRESENT WORK BEING DONE

Present work being done on the Lumsden property is the continuation of the south-west cross-cut from the south-east drift to connect with number four shaft south of the Lumsden property. This work is necessary to afford an auxiliary outlet from the mine and to provide better ventilation. The driving of this cross-cut will also open up the area south of the Rochester for exploration work.

EQUIPMENT

The equipment on the Lumsden property consists of the following:
Shaft house and ore bin.
Hoist room and steel sharpening shop.
Miner's change house.
Small store room.
House to be used as office.
Mine hoist, capacity to lift cage and six men, or one car of ore or waste.
Three mine pumps (air driven) connected for operation.
One spare pump for mine pumping. One fire pump.
Eight drifters.
Two stopers.
Two pluggers.
Seven air hoses.
Six water hoses.
Nine mine cars.
Track in all drifts.
One 8-inch air line and feeders, pressure 110 lbs.
Tools for miscellaneous repairs.

INDICATED ORE

There are over eight veins and stringers containing calcite and quartz. In some cases the veins are calcite and in other cases the veins are mostly quartz. In several places these veins show strong color of cobalt bloom that might possibly develop into ore. There are no assays yet or information to point to any indicated ore.

POSSIBLE ORE

It should be noted that during the time that the mine was formerly in operation the demand for cobalt did not exist. The seller was not credited for the cobalt content of his ore, consequently in the search for silver-bearing veins, the cobalt veins were only followed in the hopes that they might increase in silver content. Several cobalt showings were not mined, and these may develop into possible ore.

During May, 1946, a small high-grade vein was opened up in the face of an inclined raise, that was started from the back of the No. 1 stope above the 225 sub-level. A total of 769 pounds was bagged and sent to the Timiskaming Testing Laboratory at Cobalt as a bulk sample. The assaying had not been completed at the time of the preparation of this report but the Laboratory did report that the silver assay was 2400 ozs. per ton.

The above mentioned vein pinched out again, but is still being followed.

One sample, taken from the quartz vein at the south end of No. 1 stope near the entrance to the 225 sub-level, assayed 354 ozs. silver per ton. This sample was taken by Mr. Miller.

Rochester Mine

The Rochester Mine property comprises the N.W. $\frac{1}{4}$ of the N. $\frac{1}{2}$ of lot number two in the third concession of the Township of Coleman.

In 1910 the mine produced 11,696 ounces of silver from the shallow workings at shafts numbers two and three.

In 1916 the Trethewey Mining Company drifted from the Lumsden shaft over to the Rochester property and did considerable exploration work at an elevation of two hundred and eighty-five feet below the shaft collar or at the elevation of the second level of the Lumsden property.

Several veins were followed; 1,763 ounces of silver were stoped out, presumably from the No. 3 vein, as shown on the map.

As mentioned before, there was no demand for cobalt at the time, and no cobalt was mined. Only silver was wanted, and only silver-bearing veins were looked for. Consequently, there are several small veins with heavy cobalt bloom remaining.

There are two shafts on the Rochester property, not far from the north and east boundaries. They are seventy-five feet deep and are connected at the bottoms by the second level. There is a short level about sixty feet long, at an elevation of forty feet below the collar of number two shaft, but as it had been stoped to the surface it was now pretty well filled up with surface material. A total of 1,295 feet was drifted and cross-cutted on this property in the shallow workings.

The north or number two shaft is practically all in the Nipissing diabase, there being only a few feet of Keewatin below the collar. The diabase extends about half way to the south between the two shafts and then dips to the south-east under the Keewatin. The number three shaft is entirely in Keewatin, as well as the workings to the south of it.

At the end of the south-west cross-cut south of number three shaft, a lamprophyre dike was cut.

The deeper level on the Rochester property was driven from the Lumsden shaft, and 960 feet of drifting was done. The drifting was carried parallel to the contact of the Keewatin and the diabase but kept in the Keewatin. Cross-cuts were driven to the north-west to contact the diabase. Several veins were followed and a very small amount of stoping was done on No. 3 vein.

PREVIOUS DEVELOPMENT

Previous development should be classed as exploration as the veins were followed and when silver assays were high enough the vein was scrambled out or the back was taken down and a shrinkage stope was carried up on it.

PRESENT WORK BEING DONE

At the present time there is no work being done on the Rochester property.

EQUIPMENT

The following equipment is on the Rochester property:

Two shafts, seventy-five feet deep.
Two shaft houses.
Compressed air line (8-inch), pressure 110 lbs.
All drifts have tracks in them.

INDICATED ORE

There are no assays or data yet available on which any estimate of indicated ore could be based.

POSSIBLE ORE

Some veins in the south-west drift of the lower workings of the Rochester show quite a strong bloom, indicating the presence of a cobalt compound.

The engineer in charge of the operations for the Trethewey Mining Co. reported a possible length of one hundred feet of mill ore to have been opened up, which he estimated would persist to the contact between the diabase and the Keewatin, a distance of twenty-five feet below the level. There was also reported an intersection of two calcite veins one inch wide that assayed from 400 to 500 ozs. per ton. It is known that a small amount of high grade was taken from this area, but the actual amount would be only in the records of the Trethewey Company. The veins followed by the Trethewey may be possible ore, but we have no assays to give any idea of their content.

Two samples taken by Mr. Miller after the mine was de-watered gave the following assays:

No. 1—Taken from material in the drift forty feet below the collar of number two shaft: 76 ozs. silver.

No. 2—From vein material taken from the S.W. cross-cut on the 285 foot level: 13.20 ozs. silver, 1.68% cobalt; 4.80 ozs. silver, 7.10% cobalt.

NO. 4 SHAFT

The number four shaft, situated south of the Rochester property, is being de-watered. This shaft is supposed to be about two hundred feet deep and has a winze down an additional seventy-five feet. Some drifting has been done to the north from it and it is with this shaft that the present drifting from the Lumsden workings will connect.

EQUIPMENT, NO. 4 SHAFT

The following equipment is at the No. 4 shaft:

- Open head frame.
- Small compressed air-driven hoist.
- Shed to protect hoist from the weather.
- One pump.

General Geology of the Cobalt Area

In order to better understand the geology of the Lumsden and Rochester Mines, it would be well to compare it with the geology of the area where mines are producing.

The geological formations of the Cobalt area are:

The Keewatin formation, consisting of basaltic lava flows, interbedded with iron formation, consisting of slates, chert and greywacke.

The Timiskaming Series, consisting of conglomerate, slate, and greywacke and laid down on the Keewatin.

The Haileyburian Series, consisting of lamprophyre intrusive that intruded both the Keewatin and the Timiskaming.

Algoman pink granite that intruded all of the above series.

A long period of weathering and erosion.

Cobalt Series, consisting of beds of fine and coarse conglomerate slates, greywacke and quartzite. This series was the greatest producer of silver, especially the conglomerate.

Keweenawan Series. Nipissing diabase intrusive sill that intruded all of the above formations.

Pleistocene—glacial action that eroded away much of the surface.

The Nipissing diabase sill not only fractured the formations that it intruded but, when cooling, caused shrinkage cracks in rock walls as well. It also developed cracks in its upper and lower surfaces. These shrinkage cracks extended from the upper contact into the country rock for a distance of approximately three hundred feet, and from the upper contact down into the diabase sill for the same distance. This same condition was created around the lower contact of the sill.

The diabase also gave off the mineralizing solutions while cooling, and even after it was cooled. Considerable faulting was done but it was mostly before the ores were deposited. Some veins follow the faults and some are deflected by them.

From the past history of the area it has been proved that the influence of the diabase sill extends normal to the contact for a distance of about three hundred feet both above and below it. Silver was mined from the Cobalt series, the Keewatin, and from the diabase sill itself, within this zone of influence. Later operations have produced values from the lower contact area, and it now appears that the greatest amount of silver was mined from the lower contact.

Geology of the Silver-Miller Mines Ltd.

The geological conditions embraced by the Silver-Miller Mines are similar to the formations throughout the area except that there is no Cobalt series overlaying the Keewatin now. Possibly this was due to glacial action.

The property is overlain by the Keewatin series in the area of the Lumsden and Rochester Mines. The diabase sill apparently intruded from a south-easterly direction and passed through the Keewatin with a dip of about twenty degrees to the north-west.

The upper contact of the diabase is encountered in the No. 1 shaft at the 285 foot-level shaft station and strikes parallel to the long south-west drift under the Rochester property.

The diabase cuts the No. 2 shaft only a few feet below the collar, and the forty-foot level is entirely within the diabase.

On the seventy-five foot level the diabase extends about half way between the two shafts and then dips to the south-east under the Keewatin.

Number three shaft is entirely in Keewatin as is all the drifting to the south of it.

At the extreme south-west end of the cross-cut from the south drift from number three shaft the Keewatin is intruded by a lamprophyre dike of Haileyburian age. The diabase outcrops on the surface a few feet north of the Lumsden property and also south-east of the north-west corner of the Rochester.

Production of Nearby Properties

The following production statistics were taken from the report of the Ontario Bureau of Mines, Vol. XXXI, Part II, 1922, and show in a way what the immediate neighboring properties produced. Most of them have been shut down for years, but two are still going strong.

The Prince Mine, directly east of the Lumsden, had between 40,000 and 50,000 ounces of silver produced from a vein on the 1600-foot level. This work was in the lower contact area and was done by drifting from the Beaver Mine lower level.

The Adanac Mine, directly south of the Silver-Miller, produced 28,057 ounces up to 1919.

The Beaver Mine, east of the Prince Mine and about two thousand feet from the Lumsden, produced 6,174,719 ounces up to 1919.

The Timiskaming Mine produced 11,681,900 ounces up to 1920 and is again producing. Some of the silver is from the lower contact area.

Summary

With the above facts regarding the geological formations and structure and the presence of a large unexplored area to the south-west, especially in the contact zone in the diabase, it would be reasonable to assume that if a vigorous diamond drill program was carried through, values might be found in the areas above and below the upper contact between the Keewatin and the Nipissing diabase. There is no record of any diamond drilling ever having been done on the properties. The lower workings should be drilled for vein intersections, and the present veins showing bloom opened up or explored by "X" ray drilling.

"GEO. D. McLEOD,"

Mining Engineer.

June 14, 1946.

REPORT ON WORK DONE AND PROGRAM FOR FUTURE EXPLORATION WORK July 31, 1946

DEWATERING

Most of the work of de-watering the four shafts on the Silver-Miller property was done during the months April and May. The shaft number one and the workings connecting with it on the Lumsden property were de-watered first. The shafts numbered two and three and the workings on the Rochester property were de-watered in May. The number four shaft and its workings on the Pan Silver property were de-watered in June. All drifts and cross-cuts as well as the sumps were mucked out and the manways and ladders were put into good order.

WORKINGS RE-SURVEYED

The underground workings were re-surveyed and mapped on a scale of forty feet to one inch. The geological formations were examined and plotted on the maps with as much geological structure as possible.

AIR DRILLS OPERATING

Two air drills were put into operation on veins numbered two and four in the cross-cuts numbered five and eight. The drill on the number two vein carried raising work above the level and an advance of twenty feet was made. It was on this vein that during July we ran into a full vein width of four inches of massive cobaltite; however, after two rounds, the values changed into pink and white calcite barren. This work is still continuing. The work being done on the number four vein is not only to explore it by drifting on it, but to connect with the workings from the old Adanac shaft. This connection will afford an auxiliary outlet as required by the Ontario Mining Act and will also permit good ventilation for the underground operations. This number eight cross-cut was advanced fifty feet. Another cross-cut was driven south-west from the number eight cross-cut to intersect a vein in the face of number ten cross-cut. The distance advanced was fifty feet.

A drill was also started in the number one stope above the 225 sub-level. This drill was occupied with raising work on a calcite vein in the back of the stope, and during the month of June encountered a section of high grade silver ore. This vein went into barren calcite after two rounds, but a total of 780 pounds of high grade silver ore was taken to the Temiskaming Testing Laboratories, where an assay of 2264.9 ounces per ton was obtained. There were also six pounds of metallics recovered with the ore. The exploration work in this stope was stopped because the work was approaching the diabase sill contact and the Keewatin was very hard and difficult to drill. It required too much time to prepare and drill off a round. Therefore, it was decided to explore this area by diamond drilling from the surface.

MEN EMPLOYED

The number of men working on the property, as of July 31, was twenty-two. This number of men constitutes the necessary working force to carry on the exploration work and does not include Mr. Miller or myself. We have dispensed with the steel sharpener and helper and will use the Craig bit for all of the air drills. As soon as the bits arrive we expect to go on to two shift basis.

ACCIDENTS

There have been no serious accidents since starting the work on the property.

Program for Future Work

As was mentioned in the report on the property, the mine area is classed as an "upper contact" operation. That is, the area being explored is or lies just above the upper contact between the Nipissing Diabase Sill and the Keewatin Greenstone formations, consisting of basic lava flows and sediments.

The most of the previous exploration work was the driving of the south-east and the south-west drifts from the number one shaft. The south-west drift was driven parallel to the diabase sill-Keewatin contact and occasional short cross-cuts were driven north-westerly to establish the contact. Practically no work was done in the diabase sill at all and there still remains a large area between the two long drifts and above and below them where exploration work should be carried out.

The diabase sill should be explored for at least a depth of two hundred feet below the contact. Those veins in the Keewatin that have their strikes normal to the contact should be followed into the diabase or intersected in the diabase by drill holes to ascertain whether they may develop into ore.

The triangular area between the south-west and the south-east drifts should be drilled with inclined holes to pass across the underlying contact into the diabase sill. It should be noted here that there has been practically no exploration work done above or below the horizontal plane passing through the second level.

Diamond drill hole UG 1 was drilled from the first level of the old Pan Silver shaft number four. It was drilled with a north-thirty-east bearing and a dip of 15 degrees to intersect a seven-inch cobalt, calcite vein that was plotted on the old map of the Adanac property. The vein was intersected but was of calcite only. The hole was stopped at 241 feet.

Diamond drill hole S 1 was started on July 30. The hole was collared at latitude south 94.00 and departure 1110 west. The bearing was north-thirty-west and the dip —60 degrees. The hole is being drilled to intersect a vein that was worked on the Badger property north of the Lumsden property. This vein has a strike that would pass onto the Lumsden property about eighty feet west of the number four post of the Lumsden ground.

We are now prepared to carry out exploration work with the diamond drill in the south-west drift area on the second level from the Lumsden shaft number one. Diamond drill holes numbered UG 2, UG 3, UG 4, UG 5, UG 6 are primarily to ascertain if those veins that are normal to the diabase contacts actually pass into it and make ore. From the results of these holes, future locations of diamond drill holes will be planned.

There will be several holes drilled from the first level and also the sub-level above the first level.

On the surface, after hole S 1 is finished, a hole, S 2, will be drilled from the same set up but with an easterly bearing and small dip to pass over the number one stope and intersect the number one vein to ascertain if it extends upwards from the stope-back. Future drilling on the surface will also be governed by the results obtained from holes S 1 and S 2.

The present contract for three thousand feet of surface drilling and two thousand feet of underground drilling should help us to establish the structure of the veins, explore the area around the Lumsden property and definitely find out whether the present veins make ore when in the diabase sill. At the same time, our exploration by drifting will continue. Maps are attached to this report.

"GEO. D. McLEOD,"

Mining Engineer.

July 31, 1946.

REPORT—SEPTEMBER 12, 1946

The property of the Silver-Miller Mines Limited is located in the Cobalt silver area, two and one-half miles south-east of the town of Cobalt. It can be reached in fifteen minutes over a very good highway from the station. It consists of 220 acres and includes a consolidation of various properties.

The Silver-Miller is now being developed through four shafts—the Lumsden shaft, 400 feet deep; the Rochester No. 2 shaft, 75 feet deep; the Rochester No. 3 shaft, 75 feet deep; and the Pan-Silver No. 4 shaft, 200 feet deep with the winze extended downward another 75 feet.

The Lumsden shaft has three levels, the first level at 250 feet, a sub-level at 225 feet, and the second level at 285 feet. On the first level, 1,120 feet of drifting and cross-cutting has been done. On the sub-level 875 feet of drifting and cross-cutting, and on the second level 1,920 feet of drifting and cross-cutting has been done. In addition, there was a total of 300 feet of raising and 50 feet of winzing finished. All this work was done by the former owners.

During the period 1930 to 1921, 21,088 ozs. of silver were mined. The Lumsden shaft is completely equipped with head-frame, hoist house, steel sharpening shop, mine hoist, mine cars and mining machines. In this mine, eight veins and stringers containing calcite and quartz have been exposed. Adjoining the Lumsden on the west is the Rochester group which is being developed through two shafts, Nos. 2 and 3, each 75 feet deep. There is a sub-level from these shafts at 40 feet, and a bottom level at 75 feet. On the first, 60 feet of drifting and cross-cutting has been done and on the bottom level 1,235 feet of drifting and cross-cutting. In addition, 960 feet of drifting and cross-cutting has been done within the property from the Lumsden workings on the 285-foot level.

Records show that 13,412 ozs. of silver were produced from the Rochester mine during the years 1910 and 1916.

The Pan-Silver No. 4 shaft is also equipped with head-frame, air-driven hoist, pumps, etc.

These properties are supplied with unlimited compressed air from the Cobalt system.

After the present Company took charge of the property, the four shafts were de-watered and the workings cleaned up. The services of a first class engineer were secured. He surveyed the property, both surface and underground, and prepared complete maps. On these maps a competent geologist has recorded the geological formations and structure including all the exposed veins. With this as a basis to work from, a program of development and diamond drilling was laid out. Work on this was commenced in the early part of June of the present year. At first it was necessary to take up bottom, slash sides, repair ladders and prospect veins in the backs of raises and stopes. This was followed by development of the veins beginning in the early part of July.

About this time a contract was entered into and diamond drilling commenced with two drills in operation, one underground and one on the surface.

During the latter part of June a rich pocket of ore was encountered in No. 1 stope in the 225-foot level which yielded 780 lbs. of high-grade silver which assayed 2,264.9 ozs. per ton. There were also 6 lbs. of metallics (nearly pure silver) with this ore.

At the present time there are two contracts operating in drifting and cross-cutting. There are also two diamond drills, one on the surface and one underground, drilling for extensions of known veins and probing unexplored areas for new veins.

The contract advancing on No. 2 vein in No. 5 cross-cut has opened up very high grade silver ore.

The following telegram from the engineer in charge, George D. McLeod, has just been received:

"Work at Silver-Miller Mines Ltd. intersected a zone of high-grade silver ore on the three hundred foot level in number five cross-cut on number two vein. This vein is in shearing in Keewatin formation. This intersection extends from station one hundred and two for a proved distance of twenty-five feet and averages six inches in width. Grab samples assayed by Temiskaming Testing Laboratories assayed 13,861 and 19,667 and 3,696 and 99 ounces of silver. A diamond drill hole is being drilled to intersect this zone below the level, as it should extend down to the diabase contact seventy-five feet below. Today's assay on sample taken from muck on stock pile and showing no visible silver assayed one hundred and fifty-nine ounces of silver."

Yours very truly,

"C. O. STEE",

Consulting Engineer.

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

FILING STATEMENT No. 839.7
FILED, JANUARY 24th. 1963

SILVER-MILLER MINES LIMITED

Full corporate name of Company
Incorporated under predecessor of Part IV of The Corporations Act
(Ontario) by Letters Patent dated January 9, 1946.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(1) Underwriting and option on treasury shares as set out in paragraph 6; (2) Changes in the Board																					
2. Head office address and any other office address.	Head Office: Suite 702, 357 Bay Street, Toronto Mine Office: Cobalt, Ontario																					
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<table border="0"> <tr> <td>President and Director</td><td>Murray Cooper 357 Bay Street Toronto, Ontario</td><td>Mining Executive</td></tr> <tr> <td>Vice-President and Director</td><td>Robert K. Hart 50 East 42nd St. New York 17, N.Y.</td><td>Executive</td></tr> <tr> <td>Secretary-Treasurer and Director</td><td>J. M. Wainberg, Q.C. 217 Bay Street Toronto, Ontario</td><td>Lawyer</td></tr> <tr> <td>Director</td><td>Maurice C. Hill 551 Fifth Avenue New York 17, N.Y.</td><td>Retired Executive</td></tr> <tr> <td>Director</td><td>J. Douglas Streit 80 Richmond St. W. Toronto, Ontario</td><td>Mining Engineer</td></tr> <tr> <td>Director</td><td>Harold B. McLean Cobalt, Ontario</td><td>Mine Manager</td></tr> <tr> <td>Director</td><td>Walter Andrew Carter 100 Adelaide St. W. Toronto, Ontario</td><td>Mining Engineer</td></tr> </table>	President and Director	Murray Cooper 357 Bay Street Toronto, Ontario	Mining Executive	Vice-President and Director	Robert K. Hart 50 East 42nd St. New York 17, N.Y.	Executive	Secretary-Treasurer and Director	J. M. Wainberg, Q.C. 217 Bay Street Toronto, Ontario	Lawyer	Director	Maurice C. Hill 551 Fifth Avenue New York 17, N.Y.	Retired Executive	Director	J. Douglas Streit 80 Richmond St. W. Toronto, Ontario	Mining Engineer	Director	Harold B. McLean Cobalt, Ontario	Mine Manager	Director	Walter Andrew Carter 100 Adelaide St. W. Toronto, Ontario	Mining Engineer
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Director	Harold B. McLean Cobalt, Ontario	Mine Manager																				
Director	Walter Andrew Carter 100 Adelaide St. W. Toronto, Ontario	Mining Engineer																				
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 6,000,000 shares par value \$1.00 each Issued and outstanding: 4,996,181 shares																					
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None																					
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By agreement dated January 16, 1963, Jenkin Evans & Co., Ltd. on behalf of clients agreed to purchase and pay for 200,000 shares of the capital stock of the Company at the price of 20 cents per share; and in consideration therefor the Company has granted to the Underwriter on behalf of its clients an option on all or any part of an additional 785,819 shares as follows: <table border="0"> <tr><td>200,000 shares at 20 cents within 3 months</td></tr> <tr><td>200,000 shares at 25 cents within 6 months</td></tr> <tr><td>200,000 shares at 30 cents within 9 months</td></tr> <tr><td>185,819 shares at 35 cents within 12 months</td></tr> </table>	200,000 shares at 20 cents within 3 months	200,000 shares at 25 cents within 6 months	200,000 shares at 30 cents within 9 months	185,819 shares at 35 cents within 12 months																	
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200,000 shares at 25 cents within 6 months																						
200,000 shares at 30 cents within 9 months																						
185,819 shares at 35 cents within 12 months																						
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The clients referred to in paragraph 6 are 21st Century Developments Limited, 67 Richmond Street West, Toronto, Ontario and Louada Manor Farms Limited, 100 Adelaide Street West, Toronto, each sharing 50 percent. The only person having a greater than 5 percent interest in 21st Century Developments Limited is Percy Waxer, 67 Richmond St. W., Toronto. The only person having a greater than 5 percent interest in Louada Manor Farms Limited is Louis Cadesky, 649 Spadina Road, Toronto.																					
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	NONE																					
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company intends to use the proceeds of its underwritten shares for further underground development on its property in Cobalt, particularly in the 610 foot level. Approximately \$35,000 will be used for drifting, drilling and stoping as recommended in the report of Mr. James E. Armstrong, M.E. submitted herewith, and the balance, as required, for general administration. Upon the exercise of the options, further development work will be carried on as recommended by Mr. Armstrong.																					
10. Brief statement of company's chief development work during past year.	During the past year the Company developed its property in Cobalt by drilling 4094 feet, drifting 629 feet, raising 289 feet and milling 1435 tons of ore.																					
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	NONE																					
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable.																					

SILVER-MILLER MINES LIMITED

Incorporated under the Laws of the Province of Ontario, Canada

INTERIM BALANCE SHEET - Not Certified - As at November 30, 1962

<u>ASSETS</u>			
<u>Current Assets</u>			
Cash on Hand	101.36		
Bank Balances	5,381.92		
Refinery Settlements Receivable	19,756.79		
Accounts Receivable	4,095.88		
Provincial Corporation Taxes Overpaid	79.48		
Stores and Supplies - at cost	<u>13,563.94</u>		
		42,979.37	
Investments - at cost (Market Value \$23,415.00)			
<u>Hydro-Electric Power Commission of Ontario</u>			
Bonds	8,857.25		
Shares in Other Mining Companies	<u>36,688.20</u>		
		45,545.45	
<u>Fixed Assets - at cost</u>			
<u>Mining Properties</u>			
Buildings	1,061,266.89		
Accumulated Depreciation	<u>270,665.19</u>		
Machinery and Equipment	521,845.59		
Accumulated Depreciation	<u>219,276.57</u>		
Trucks	13,313.15		
Accumulated Depreciation	<u>13,313.15</u>		
		1,334,501.10	
<u>Other Assets and Deferred Charges</u>			
Deposit with Hydro Electric Power Commission of Ontario	1,500.00		
Deposit with Unemployment Insurance Commission	450.00		
Prepaid Insurance	5,359.40		
Pre-Production Expense	<u>173,153.57</u>		
		180,462.97	
		<u>1,603,488.89</u>	
			1,603,488.89

Approved on behalf of the Board

Director

Director

Toronto, Ontario.
January 18, 1963.

The above Balance Sheet - as at November 30, 1962 and the attached Statement of Profit and Loss and Deficit Account for the seven months ended November 30, 1962 have been prepared from the books of account without audit.

Mr. C. J. Roseberry & Son

CHARTERED ACCOUNTANTS

SILVER-MILLER MINES LIMITED

STATEMENT OF PROFIT AND LOSS - For the Seven Months Ended November 30, 1962

Gross Value of Production		26,753.05
<u>Deduct</u>		
Shipping, Refining and Marketing Charges		<u>2,550.16</u>
Revenue from Custom Milling		<u>24,202.89</u>
		<u>3,515.81</u>
		27,718.70
<u>Operating Expenses</u>		
Mining and Development	34,203.75	
Milling	3,578.98	
General Expense at the Property	28,628.82	
Transportation of Mill Ore	675.45	
Head Office Administration	<u>14,146.81</u>	
		<u>81,233.81</u>
<u>Operating Loss</u>		53,515.11
<u>Deduct</u>		
Profit on Sale of Fixed Assets	6,475.00	
Rent Received	<u>18,902.60</u>	
		<u>25,377.60</u>
		28,137.51
<u>Add</u>		
Loss on Sale of Investments	464.86	
Provision for Depreciation	16,513.58	
Outside Exploration	322.00	
Pre-Production Expense - Written Off	<u>2,018.19</u>	
		<u>19,318.63</u>
<u>Net Loss</u>		<u>47,456.14</u>

DEFICIT ACCOUNT - For the Seven Months Ended November 30, 1962

<u>Debit</u>	
Balance - May 1, 1962	902,247.92
Net Loss - Estimated - For the Seven Months Ended November 30, 1962	<u>47,456.14</u>
<u>Balance Debit - As at November 30, 1962</u>	<u>949,704.06</u>

SILVER-MILLER MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS - For the Seven Months Ended
November 30, 1962

<u>Source of Funds</u>	
Gross Value of Production	26,753.05
Custom of Milling	3,515.81
Proceeds Sale of Investments	2,017.94
Proceeds of Sale of Capital Stock	350.00
Proceeds of Sale of Fixed Assets	6,475.00
Rent Received	18,902.60
Decrease in Other Assets	<u>1,122.00</u>
	59,136.40
 <u>Application of Funds</u>	
To Shipping, Refining and Marketing	2,550.16
To Mining & Development	34,203.75
To Milling	3,578.98
To General Expense at the Property	28,628.82
To Transportation of Mill Ore	675.45
To Head Office Administration	14,146.81
To Outside Exploration	322.00
To Pre-Production Expense Written Off	<u>2,018.19</u>
	<u>86,124.16</u>
<u>Increase in Deficiency in Working Capital</u>	<u>26,987.76</u>

We certify that the above are in accordance with the records of the Company and there has been no material change since November 30, 1962.

Approved on behalf of the Board

Director Director
Director Director

ENGINEER'S REPORT

PHONES: 4557
RES. 4592

BOX 187
COBALT, ONT.

JAMES E. ARMSTRONG, B. SC. P. ENG.

MINING ENGINEER

January 16, 1963

Mr. M. Cooper, President,
Silver Miller Mines Limited,
Room 702,
357 Bay St.,
Toronto, Ontario.

Dear Mr. Cooper:

REPORT ON CURRENT AND PROPOSED DEVELOPMENT
AT THE CONISIL PROPERTY GROUP, COBALT AREA.

On the completion of drilling four holes east from the 535 foot level into the Hargreaves claim, the decision was made to investigate these silver intersections obtained from the 610 foot level.

By August 1962 drifting had revealed four veins. Raises were driven on three of these veins and a pocket of ore was mined from each. Further development of these ore sections has been suspended in order to pursue the #4 vein east. In addition to this east drive a cross-cut is being driven south to the Giroux Lake Fault.

The purpose of this drifting is two-fold:

- (a) To test the strong number 4 vein at least 200 feet to the east and to slash out a diamond drill station to further explore the lower contact of the Hargreaves claim and adjoining property.
- (b) To cross-cut south to the Giroux Lake Fault to test 2 silver intersections at this point. A drill station will be slashed out south of the fault to diamond drill south and east on the south side of this fault.

The order in which this work should be done and an approximate cost estimate is as follows:

- | | | |
|--|-------|-------------|
| 1. 200 feet of drifting on 4 Vein east | ..... | \$6,000.00 |
| 2. Cross-cut south to two intersections in hole 341 and raise to contact on same | | |
| 250 feet of development | ..... | \$7,550.00 |
| 3. Diamond drill south and east from end of above development - 3 holes 3,600 feet | ..... | \$7,200.00 |
| 4. Drill from east end of 4 vein after 200 feet of drifting is completed. Drill to original target and east half of Hargreaves claim - | | |
| 4 holes, 6,000 feet | ..... | \$12,000.00 |
| Total | | \$32,750.00 |

If additional funds are available the following development work should be carried on while the long hole drilling is in progress.

- | | | |
|---|-------|-------------|
| 5. Drift to vein and raise to intersection of 197.5oz/2.8' in hole 324 | | |
| 270 feet of development | ..... | \$8,000.00 |
| 6. Continue to develop 4 vein sub-drift by following hole 352. There was heavy visible silver in the hole from 12 feet to 23 feet. 100 feet of sub-drift | ..... | \$3,000.00 |
| 7. Survey hole 352 and tie in intersection of 100.4oz/0.6'. Then raise to intersection from 3 vein stope. | | |
| 200 feet of drift & raise | ..... | \$6,000.00 |
| 8. Check intersection in hole 344 feet of 166.0oz/0.3' with two up holes and if ore is indicated drift and develop vein | | |
| 300 feet of diamond drilling | | |
| 250 feet of drifting | ..... | \$8,100.00 |
| 9. Raise on the two 3 inch cobalt veins that came in from the south and joined 4 vein. One had visible silver on the margins. | | |
| 240 feet of raise | ..... | \$6,000.00 |
| 10. Drift to what appears to be a parallel vein to the number one south east vein on the 535 foot level. A hole here returned massive cobalt running 87.5 oz/1.1' separated by 4" of diabase then 95.5oz/1.0' | | |
| 150 feet of cross-cut | ..... | \$4,500.00 |
| 150 feet of drift | ..... | \$4,500.00 |
| Total second portion | | \$40,100.00 |

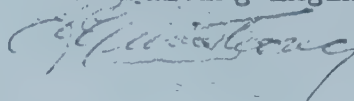
CONCLUSION & RECOMMENDATION

The 17,000 ounces recently recovered from the limited development of the three veins tested is indicative of the potential of the virgin area now under development.

I would strongly recommend further acceleration of this program.

Yours truly,

James E. Armstrong, B.Sc.P.Eng.,
Consulting Engineer.



PHONES: 4557
RES. 4592

BOX 197
COBALT, ONT.

JAMES E. ARMSTRONG, B. SC. P. ENG.

MINING ENGINEER


CERTIFICATE OF QUALIFICATIONS

Cobalt, Ontario,
January 16, 1963

With reference to the Progress Report prepared by me for the Silver Miller Mines Limited on January 16, 1963, I hereby certify that:

I, James E. Armstrong, of the Town of Cobalt, in the Province of Ontario, do hereby certify that:

1. I am a Consulting Mining Engineer with business address at Cobalt, Ontario.
2. I hold the degree of Bachelor of Science in Mining Engineering from Queen's University, Kingston, Ontario.
3. I am a member of the Association of Professional Engineers of Ontario.
4. I have no personal interest either directly or indirectly in the properties or securities of Silver Miller Mines Limited nor do I expect to receive any such interest.
5. This report is based on the following informational sources:
 - (a) Constant examination of the underground development on the Conisil Property over the past two years.
 - (b) Up to date maps, plans etc. relating to this development.
 - (c) Experience for the past sixteen years in the Mines of the Cobalt area in capacities of Managing, Consulting and Engineering.



James E. Armstrong, B.Sc.P. Eng.,
Consulting Mining Engineer.

13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	NONE															
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable.															
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>Merrill Lynch Pierce Fenner & Smith 70 Pine Street, New York 85,529 shares Thomson & McKinnon, 55 Yonge St., Toronto 71,522 " H. Hentz & Co., 72 Wall St., New York 66,755 " Francis I. DuPont & Co., 149 Broadway, New York 63,250 " Harris Upham & Co., 120 Broadway, New York 60,410 "</p> <p>The beneficial ownership of the aforesaid shares is not known to the signatories hereto.</p>															
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	No person has share holdings large enough to materially affect control of the company, however management by solicitation of proxies may be able to affect control.															
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><thead><tr><th></th><th>Market Value</th><th>Cost</th></tr></thead><tbody><tr><td>50,000 shares Consolidated Halliwell Ltd.</td><td>\$15,750.00</td><td>\$31,062.20</td></tr><tr><td>3,750 shares Canadian Matachewan Gold Mines Ltd.</td><td>750.00</td><td>5,625.00</td></tr><tr><td>5,000 shares Linlothian Mines Ltd.</td><td>Nil</td><td>1.00</td></tr><tr><td></td><td>\$16,500.00</td><td>\$36,688.20</td></tr></tbody></table>		Market Value	Cost	50,000 shares Consolidated Halliwell Ltd.	\$15,750.00	\$31,062.20	3,750 shares Canadian Matachewan Gold Mines Ltd.	750.00	5,625.00	5,000 shares Linlothian Mines Ltd.	Nil	1.00		\$16,500.00	\$36,688.20
	Market Value	Cost														
50,000 shares Consolidated Halliwell Ltd.	\$15,750.00	\$31,062.20														
3,750 shares Canadian Matachewan Gold Mines Ltd.	750.00	5,625.00														
5,000 shares Linlothian Mines Ltd.	Nil	1.00														
	\$16,500.00	\$36,688.20														
18. Brief statement of any lawsuits pending or in process against company or its properties.	NONE															
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<p>By agreement dated August 24, 1961, the company granted to Agnico Mines Limited a lease on its Brady Lake property for five years permitting Agnico to work down to the upper contact of the diabase sill. Royalty is payable out of the production with a minimum of \$1500.00 per month. Payments are up to date, but the property is not being worked at the present time.</p> <p>By agreement dated November 8, 1961, the Company granted to Craybor Development Limited a lease on its Fisher-Eplett property for five years (which has since been assigned to Silver Regent Mines Limited) permitting the lessee to work the property at a royalty equal to ten percent of the net smelter returns with a minimum of \$2500.00 per year in advance. The lessee has the option to purchase the property for \$75,000. less payments made on account of royalty.</p> <p>By agreement dated November 8, 1961, the Company granted to Craybor Development Limited a lease on its Brady Lake mill for five years (which has since been assigned to Silver Regent Mines Limited) at a rental of 50 cents per ton milled during the first year and \$1.00 per ton milled thereafter, with a minimum of \$2500.00 per year in advance. The lessee has the option to purchase and mill and surface rights adjacent thereto for \$65,000. less payments made on account of rental.</p>															
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>There are no shares of the company presently in the course of primary distribution, but upon acceptance of the filing statement, the shares mentioned in item 6 will then be in the course of primary distribution to the public.</p> <p>The Mine Manager, Harold B. McLean, has been granted an option to purchase 15,000 shares at 25 cents per share expiring January 15, 1964. The Mine Captain, W. Sylvester, has been granted an option to purchase 3,000 shares at 25 cents per share expiring January 15, 1964.</p> <p>There are no other material facts.</p>															

CERTIFICATE OF THE COMPANY

DATED January 23rd 1963

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"M. Cooper"

SILVER-MILLER MINES LIMITED

CORPORATE

"J.M. Wainberg"

SEAL

President

Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

JENKIN EVANS & CO., LTD.

"J. Evans"

D.G. Jones"

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1088.
FILED, APRIL 23rd. 1964.

SILVER-MILLER MINES LIMITED

Full corporate name of Company
Incorporated under predecessor of Part IV of The Corporations Act (Ontario) by Letters Patent dated January 9, 1946.
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957). Reference is made to previous Filing Statement No. 859.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>(1) Underwriting and optioning of treasury shares referred to in item 6.</p> <p>(2) Acquisition of mining claims referred to in item 11.</p> <p>(3) The Company proposes to call a special general meeting of its shareholders to confirm a special resolution authorizing an application for supplementary letters patent increasing the authorized capital of the Company from 6,000,000 shares of \$1.00 to 7,000,000 shares by the creation of 1,000,000 additional shares of the par value of \$1.00 each ranking on a parity with the existing shares of the Company.</p>
2. Head office address and any other office address.	<p>Suite 714 - 62 Richmond Street West, Toronto, Ontario.</p> <p>Mine Office - Cobalt, Ontario.</p>
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President and Director: MURRAY COOPER, Suite 714, 62 Richmond Street West, Toronto, Mining Executive.</p> <p>Secretary-Treasurer and Director: J. M. WAINBERG, Q.C., 217 Bay Street, Toronto, Lawyer.</p> <p>Assistant Treasurer and Director: E. FRANKLIN FURNISS, Suite 714, 62 Richmond Street West, Toronto, Corporate Secretary and Accountant.</p> <p>Director: HAROLD B. McLEAN, Cobalt, Ontario, Mine Manager.</p> <p>Director: WALTER ANDREW CARTER, 100 Adelaide Street West, Toronto, Mining Engineer.</p> <p>Director: ERNEST F. GRIFFITH, 67 Yonge Street, Toronto, Accountant.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	<p>The Company's capital consists of 6,000,000 shares of the par value of \$1.00 each whereof 5,596,181 shares are presently issued and outstanding.</p> <p>As indicated in item 1 above, it is proposed that the Company's authorized capital will be increased to 7,000,000 shares of the par value of \$1.00 each through the issuance of supplementary letters patent.</p>
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>The Company has entered into an Agreement dated April 20, 1964 with Morgan Securities Limited, 335 Bay Street, Toronto, Ontario, acting solely on behalf of its client referred to in item 7, providing for the firm sale of 300,000 shares of the Company at 15¢ per share payable within three business days of the date of acceptance for filing of this filing statement, such date of acceptance being referred to as the "acceptance date". Pursuant to said Agreement, Morgan Securities Limited, acting on behalf of its said client, has been granted options to purchase 100,000 additional shares of the Company at 15¢ per share exercisable within 3 months of the acceptance date. Subject to the issuance of Supplementary Letters Patent increasing the authorized capital of the Company and referred to in item 1, additional options have also been granted covering 600,000 shares of the Company as follows: 200,000 shares at 20¢ per share exercisable within 6 months of the acceptance date; 200,000 shares at 25¢ per share exercisable within 9 months of the acceptance date; and 200,000 shares at 30¢ per share exercisable within 12 months of the acceptance date.</p>

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	In entering into the Underwriting and Option Agreement referred to in item 6, Morgan Securities Limited was acting solely on behalf of its client, Compact Investments Limited, 62 Richmond Street W, Toronto, Ont. The only person having a greater than 5% interest in Compact Investments Limited is Martin B. Freemont, 740 Briar Hill Road, Toronto, Ontario.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company plans to carry out development work on the mining claims in Macdliarmid Township referred to in item 11 in implementation of the recommendations contained in the accompanying Engineer's Report. Proceeds accruing from the sale of shares referred to in item 6 will be used for such purposes and to pay the cash consideration of \$15,000 referred to in item 11. The Company will also continue underground exploration work on its Conisil and Brady Lake properties and diamond drilling is projected to commence shortly on the Company's LaRose property. It is not possible to project the exact funds required for such development programme. Expenditures to date are running at approximately \$8,000 per month but a reduction in the cost of development work on the Company's Cobalt property to the sum of \$6,000 per month is projected. Proceeds accruing from the sale of shares referred to in item 6 will be used for such purposes and for general administrative purposes.
10. Brief statement of company's chief development work during past year.	During the past year the Company carried out on its Cobalt properties some 1600 feet of drifting crosscutting and raising, approximately 12,000 feet of underground diamond drilling and some 1200 tons of ore were milled.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Pursuant to agreement dated April 20th, 1964, between the Company and Loveland Syndicate, 100 Adelaide Street West, Toronto, Ontario, the Company is acquiring 8 unpatented mining claims situate in Macdliarmid Township, Ontario, and being claims P56911 to and including P56918 for the price of \$15,000 and 250,000 shares of the Company; provided, however, that certificates representing all of said shares shall be held in escrow subject to release only on the written consent of the Toronto Stock Exchange; and further provided that if supplementary letters patent be not issued increasing the authorized capital of the Company as referred to in item 1 hereof, the mining claims shall be transferred to a new company having an authorized capital of 5,000,000 shares of the par value of \$1.00 each whereof 900,000 shares shall be issued to acquire the mining claims and of which 300,000 shares shall accrue to Loveland Syndicate and the remaining 600,000 shares accrue to the Company.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	The only persons or corporations having a greater than 5% interest in Loveland Syndicate are: Louis Cadesky, 649 Spadina Road, Toronto Ontario; Walter Andrew Carter, 209 Strathallan Wood, Toronto, Ontario; and Mistango River Mines Limited, 100 Adelaide Street West, Toronto, Ontario a company whose shares are listed on the Canadian Stock Exchange.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None. However upon the issuance of shares of the Company pursuant to the agreement referred to in item 11 hereof, certificates representing 250,000 shares of the Company will be held in escrow subject to release only on the written consent of the Toronto Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Upon the issuance of the shares referred to in item 11 hereof, those holding more than 5% of the outstanding escrowed shares will be Louis Cadesky, Walter Andrew Carter and Mistango River Mines Limited referred to in item 12 hereof.

FINANCIAL STATEMENTS

SILVER MILLER MINES LIMITED
(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

AS AT FEBRUARY 29, 1964
(Prepared from the books without audit)

ASSETS		LIABILITIES	
Current assets		Current liabilities	
Cash	\$ 48,294.50	Accounts payable	\$ 9,087.60
Accounts receivable	392.92	Wages accrued	1,506.39
Stores and supplies, at cost	11,676.18	Deferred rental income	6,417.00
	\$ 60,363.60		\$ 17,010.99
Investments, at cost		Capital and deficit	
Hydro Electric Power Commission of Ontario bonds (market value \$7,135.00)	\$ 7,364.75	Capital stock	
Shares in other mining companies (Note)	36,688.20		44,052.95
Other assets and deferred charges		Authorized:	
Deposit with The Hydro Electric Power Commission of Ontario	\$ 1,500.00	6,000,000 shares, par value \$1.00 each	
Deposit with the Unemployment Insurance Commission	450.00	Issued and fully paid:	
Prepaid expenses	2,360.99	5,396,181 shares, April 30, 1963	\$5,396,181.00
Pre-production expense	107,309.32	Deduct - discount less premium	2,813,815.90
			\$2,582,365.10
Fixed assets, at cost		200,000 shares issued during period for cash	\$ 200,000.00
Mining properties	\$1,061,316.20	Less - discount	150,000.00
Buildings, machinery and equipment	819,076.10		50,000.00
Less - allowance for depreciation	242,240.10		\$2,632,365.10
	1,303,506.99		
	\$1,519,543.86		
Deficit			
Balance, May 1, 1963		\$1,038,586.25	
Add - net loss for the period		91,245.98	
			1,502,532.87
			\$1,519,543.86

Note - Shares in other mining companies consist of the following:

	Market Value	Cost
50,000 shares Consolidated Halliwell Limited	\$8,500.00	\$31,062.20
3,750 shares Matachewan Canadian Gold Limited	637.50	5,625.00
5,000 shares Linclothian Mines Limited	nil	1.00
	\$9,137.50	\$36,688.20

Approved on behalf of the
Board of Directors:

[Signature] (Director)
[Signature] (Director)

SILVER MILLER MINES LIMITED

STATEMENT OF OPERATIONS

FOR THE TEN MONTHS ENDED FEBRUARY 29, 1964
(Prepared from the books without audit)

<u>Production</u>		\$56,210.69	
Deduct - shipping, refining and marketing charges		<u>5,609.22</u>	\$ 50,601.47
<u>Operating expenses</u>			
Development and mining		\$73,278.78	
Milling		3,284.05	
Mine general and office expenses		36,068.42	
Head office:			
Directors' fees	\$ 450.00		
Shareholders' reports	1,812.86		
Registrar and transfer agent's fees	3,963.78		
Legal and audit fees	3,758.25		
Salaries and other expenses	<u>11,267.61</u>	<u>21,252.50</u>	<u>133,883.75</u>
<u>Operating loss</u>			(\$ 83,282.28)
Deduct - interest earned on investment	\$ 132.50		
- lease rentals received on company's mill and mining properties	42,089.00		
- profit on sale of fixed assets	<u>300.00</u>	<u>42,521.50</u>	
			\$ 40,760.78
Add - depreciation of buildings, machinery and equipment	\$20,778.08		
- pre-production expense written off	<u>29,707.12</u>	<u>50,485.20</u>	
<u>Net loss for the period</u>			(\$ 91,245.98)

SILVER MILLER MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE TEN MONTHS ENDED FEBRUARY 29, 1964
(Prepared from the books without audit)

<u>Source of funds</u>			
Issue of capital stock			\$50,000.00
<u>Application of funds</u>			
Net loss for the period		\$91,245.98	
Less - expenses not involving an outlay of funds during period:			
Allowance for depreciation	\$20,778.08		
Pre-production expenses written off	29,707.12		
Decrease in prepaid expenses	<u>1,622.25</u>	<u>52,107.45</u>	
		\$39,138.53	
Purchase of office furniture		<u>625.00</u>	<u>39,763.53</u>
<u>Increase in working capital (see below)</u>			<u>\$10,236.47</u>
<u>Working capital changes</u>	April 30, 1963	February 29, 1964	Increase (Decrease) in Working Capital
<u>Current assets</u>			
Cash	\$39,094.08	\$48,294.50	\$ 9,200.42
Refinery settlements receivable	8,252.59	-	(8,252.59)
Accounts receivable	1,499.07	392.92	(1,106.15)
Stores and supplies	<u>13,329.52</u>	<u>11,676.18</u>	<u>(1,653.34)</u>
	<u>\$62,175.26</u>	<u>\$60,363.60</u>	<u>(\$ 1,811.66)</u>
<u>Current liabilities</u>			
Accounts payable	\$15,428.56	\$ 9,087.60	\$ 6,340.96
Wages accrued	1,880.56	1,506.39	374.17
Deferred rental income	<u>11,750.00</u>	<u>6,417.00</u>	<u>5,333.00</u>
	<u>\$29,059.12</u>	<u>\$17,010.99</u>	<u>\$12,048.13</u>
<u>Working capital</u>	<u>\$33,116.14</u>	<u>\$43,352.61</u>	<u>\$10,236.47</u>

GEOLOGIST'S REPORT

Note - The following are excerpts from a report by G.S. Willson, Consulting Geologist, dated April 29th, 1964, on the mining claims located in Macdiarmid Township, Porcupine Mining Division, Province of Ontario. A complete copy of this report is on file at the Toronto Stock Exchange.

Conclusions

In the district there are known deposits of copper and zinc occurring in acid volcanics usually associated with more basic flows and in fairly close spatial relation to acid and basic intrusives. The geological setting of the Company's property is of this type; basic volcanics outcrop in the southwest corner of the property and these appear to be in contact with acid flows which outcrop in the southwest corner. There is an outcrop of gabbro three-quarters of a mile to the east and the inference from the aeromagnetic data is that the margin of this intrusive extends below the northeast portion of the claims. There is an outcrop of Algoman granite three miles to the northwest.

It is concluded that there are possibilities for the occurrence of copper and zinc; and also the possibility of nickel occurring in relation to the gabbro intrusive.

Recommendations

It is recommended that:

- (a) As soon as the snow goes the outcrop on the claims be carefully mapped.
- (b) A ground survey grid be laid out.
- (c) A magnetic survey be carried out over the grid.
- (d) An electromagnetic survey be carried out over the grid. From the magnetic survey depth calculations are to be made and if depths are 75 feet or less horizontal loop equipment may be used. If the depths are greater than 75 feet Turam electromagnetic equipment is to be used.
- (e) After a careful analysis of items a, c, and d the further program be decided.

Estimate of Costs

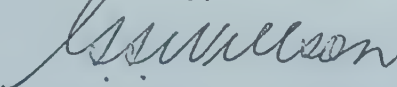
1. Geologist - 1 week transport and maintenance	\$600.00	
2. Survey grid 10.73 miles @ 60.00	643.80	
3. Magnetometer survey 9.73 miles @ 50.00	486.50	
4. Electromagnetic survey:		
(a) Horizontal loop 9.73 miles @ 60.00	583.80	
or (b) Turam equipment survey and interpretation 9.73 miles @ 125.00		1,216.25

Survey Total

(a) Using Horizontal Loop E.M.	2,314.10	
(b) Using Turam E.M.		2,946.55
5. Drilling - Allow 3000 feet @ 3.00		9,000.00

This report is respectfully submitted for your consideration.

Yours very truly,


G. S. Willson

GRAY S. WILLSON, P. ENG.

Geologist

TELEPHONES - GRIMSBY
OFFICE: WHITEHALL 5-2234
HOME: WHITEHALL 5-230

BOX 148
GRIMSBY, ONTARIO

CERTIFICATE OF QUALIFICATION

This is to certify that the undersigned, Gray Sherman Willson of 131 Main St. West, Grimsby, Ontario has the following qualifications and experience in the field of mining exploration:

1. Graduation from the University of Toronto with the degree of Bachelor of Applied Science in the course of Mining Geology, 1941.
2. Assistant mine geologist, Sigma Mines, Bourlamaque, 1941.
3. Exploration Engineer, Little Long Lac Gold Mines, Geraldton, 1946-1948.
4. Field Geologist - Keevil Mining Associates and Dominion Gulf Co., Opawic Area, 1948.
5. Technical Sales Manager, Aeromagnetics Surveys Ltd., Toronto, 1951- 1953.
6. Supervising Geologist and Project Manager, Canadian Colombo Plan Survey, West Pakistan, 1953- 1956.
7. Assistant General Manager, Aeromagnetic Surveys Ltd., 1956-1957.
8. Consulting Geologist 1957 -

This report is not based on a personal examination of the properties referred to therein, but is based upon a review of the various maps and reports referred to in my said report.

I do not have nor do I expect to receive any interest either directly or indirectly in the properties or securities of Silver - Miller Mines Limited



15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Jenkin Evans & Co.Ltd. 360 Bay Street, Toronto, Ont. 235,400 Doherty Roadhouse & McCuaig Bros. 335 Bay Street, Toronto, Ont. 116,422 Merrill, Lynch,Pierce, Fenner & Smith Inc. 11 Adelaide St. West,Toronto, Ont. 101,555 Bache & Co., 360 Bay Street, Toronto, Ont. 103,198 Thomson & McKinnon 55 Yonge St., Toronto, Ont. 76,332 The Company is not aware of the beneficial owners of the above shares.															
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	None except that Directors of the Company on a solicitation of proxies may be in a position to elect or cause to be elected a majority of the Directors of the Company.															
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><thead><tr><th></th><th>Market Value:</th><th>Cost</th></tr></thead><tbody><tr><td>50,000 shares Consolidated Halliwell Ltd.</td><td>\$ 11,000.00</td><td>\$31,062.20</td></tr><tr><td>3,750 shares Matachewan Consolidated Mines Limited</td><td>412.50</td><td>5,625.00</td></tr><tr><td>5,000 shares Linlothian Mines Ltd.</td><td>N11</td><td>1.00</td></tr><tr><td></td><td>\$ 11,412. 50</td><td>\$36,688.20</td></tr></tbody></table>		Market Value:	Cost	50,000 shares Consolidated Halliwell Ltd.	\$ 11,000.00	\$31,062.20	3,750 shares Matachewan Consolidated Mines Limited	412.50	5,625.00	5,000 shares Linlothian Mines Ltd.	N11	1.00		\$ 11,412. 50	\$36,688.20
	Market Value:	Cost														
50,000 shares Consolidated Halliwell Ltd.	\$ 11,000.00	\$31,062.20														
3,750 shares Matachewan Consolidated Mines Limited	412.50	5,625.00														
5,000 shares Linlothian Mines Ltd.	N11	1.00														
	\$ 11,412. 50	\$36,688.20														
18. Brief statement of any lawsuits pending or in process against company or its properties.	None.															
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<p>By agreement dated November 8, 1961, the Company granted to Craybor Development Limited a lease on its Fisher-Eplett property for five years (which has since been assigned to Silver Regent Mines Limited) permitting the lessee to work the property at a royalty equal to ten percent of the net smelter returns with a minimum of \$2500. per year in advance. The lessee has the option to purchase the property for \$75,000 less payments made on account of royalty.</p> <p>By agreement dated March 13, 1963, the Company granted to Hiho Silver Mines Limited a lease on its Cleopatra, University and Silver Hill properties for a period of 5 years, at an annual rental of \$10,000 payable in advance and whereunder Hiho Silver Mines Limited is permitted to develop and mine the properties. A royalty of 10% of net smelter returns is payable to the Company and annual rentals may be deducted therefrom. Hiho Silver Mines Limited is permitted at any time up to 3 months prior to the expiry of the lease to purchase the properties for \$250,000 less rentals and royalties theretofore paid. The lease may be renewed for a further term of 5 years and may be terminated any time after the first two years of the initial term.</p> <p>By agreement dated May 9, 1963, the Company granted to Hiho Silver Mines Limited a lease on its Kerr and Lawson properties for a period of 5 years from May 1, 1963, at an annual rental of \$6000 payable in advance and whereunder Hiho Silver Mines Limited is permitted to develop and mine the properties. A royalty of 10% of net smelter returns is payable to the Company and annual rentals may be deducted therefrom. Hiho Silver Mines Limited is permitted at any time up to 3 months prior to the expiry of the lease to purchase the properties for \$75,000 less rentals and royalties theretofore paid. The lease may be renewed for a further term of 5 years and may be terminated any time after the first two years of the initial term.</p>															
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Shares of the Company underwritten as referred to in item 6 will be in the course of primary distribution to the public.															

CERTIFICATE OF THE COMPANY

DATED April 21st, 1964

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"M. Cooper"

SILVER MILLER MINES LIMITED CORPORATE
By: [Signature] SEAL
President

"J.M. Wainberg"

CERTIFICATE OF UNDERWRITER OR OPTIONEE
Secretary

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

MORGAN SECURITIES LIMITED

"J.E. Houston"

By: [Signature]

"H. Gibson"

[Signature]

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1226,
FILED, DECEMBER 4th, 1964.

SILVER-MILLER MINES LIMITED

Full corporate name of Company

Incorporated under predecessor of Part IV of The Corporations Act
(Ontario) by Letters Patent dated January 9, 1946

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953

(Ontario) by Letters Patent dated May 1st, 1957). Reference is made to previous

Filing Statement No. 1088.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.

To give effect to the sale of 256.1 acres in Cobalt to Hiho Silver Mines Limited as set out in Schedule A hereto for \$150,000 less \$20,000 rentals received to date. Hiho Silver Mines Limited is a wholly-owned subsidiary of Glen Lake Mines Limited. W. A. Carter, a director of Silver-Miller Mines Limited, is a some-time mining consultant to Glen Lake Mines Limited but is not a director of Glen Lake Mines Limited or Hiho Silver Mines Limited.

SCHEDULE A

PROPERTY NAME	CLAIM NO.	PARCEL NO.	ACRES
CLEOPATRA	A-24, 25	337	31.40
CLEOPATRA	A-38	1091	19.80
UNIVERSITY	J.B. 8	6902	56.00
SILVER HILL	158	2687	34.50
CONISIL	P.B. 124	7957	19.80
CONISIL	S.W. 20	7961	18.80
CONISIL	A-46	3679	15.60
GOUGH	A-47	3592	20.00
GOUGH	A-48	3593	10.10
GOUGH	A-49	3594	10.10
WILKINSON	A-50	T47025	20.00
TOTAL			256.10 acres

2. Head office address and any other office address.

Suite 714 - 62 Richmond Street West, Toronto 1, Ontario

Mine Office - Cobalt, Ontario

3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.

President & Director: Murray Cooper, Suite 714, 62 Richmond West, Toronto - Mining Executive
Secretary-Treasurer & Director: J. M. Wainberg, Q.C., 217 Bay Street, Toronto - Lawyer
Asst. Treasurer & Director: E. Franklin Furniss, Suite 714, 62 Richmond West, Toronto - Corporation Secretary and Accountant
Director: Harold B. McLean, Cobalt, Ontario - Mine Manager
Vice-President & Director: Charles G. Gray, 84 Kimbar Road, Toronto -- Consultant, Ontario Development Agency, formerly Assistant Manager, Head Office of Canadian Imperial Bank of Commerce, now retired under pension
Director: Walter A. Carter, Suite 503, 365 Bay Street, Toronto - Mining Engineer
Director: Ernest F. Griffith, 67 Yonge St. Toronto -Accountant

4. Share capitalization showing authorized and issued and outstanding capital.

The Company's capital consists of 7,000,000 shares of the par value of \$1.00 each whereof 6,246,181 shares are presently issued and outstanding.

5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.

None

6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.

Pursuant to an Underwriting and Option Agreement dated April 20, 1964 with Morgan Securities Limited, 335 Bay Street, Toronto (acting solely on behalf of its client referred to in item 7) there are presently outstanding options to purchase a total of 600,000 shares of the Company's capital stock as follows:

200,000 shs. at 20¢ on or before January 23, 1965
200,000 shs. at 25¢ on or before April 23, 1965
200,000 shs. at 30¢ on or before July 23, 1965

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.

In entering into the Underwriting and Option Agreement referred to in Item 6, Morgan Securities Limited acted solely on behalf of its client, Compact Investments Limited, 62 Richmond Street West, Toronto, Ontario. The only person having a greater than 5% interest in Compact Investments Limited is Martin B. Freemont, 740 Briar Hill Road, Toronto, Ontario.

8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.

None

9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.

On its Cobalt properties, the Company is continuing with its underground exploration campaign. None of the Company's producing claims nor its mills or underground workings are included in the sale mentioned in Item 1 hereof. On its 8 claims in Macdunnid Township, the Company has recently completed magnetic and electromagnetic surveys at a cost of approximately \$1,500. The Company intends to invest its cash on hand in acceptable securities and not for any other purpose unless and until notice thereof has been given to and accepted for filing by the Toronto Stock Exchange.

FINANCIAL STATEMENTS

SILVER-MILLER MINES LIMITED
(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

AS AT AUGUST 31, 1964
(Prepared from the books without audit)

ASSETS		LIABILITIES	
<u>Current assets</u>		<u>Current liabilities</u>	
Cash	\$ 51,442.14	Accounts payable	\$ 14,147.02
Refinery settlements receivable	37,453.23		
Accounts receivable	885.04	<u>Deferred rental income</u>	9,834.00
Stores and supplies, at cost	<u>2,228.44</u>	<u>Capital and deficit</u>	
	\$ 92,008.85		
<u>Investments, at cost</u>		<u>Capital stock</u>	
Shares in other mining companies (see footnote)	22,722.45		
		<u>Authorized:</u>	
<u>Other assets and deferred charges</u>		7,000,000 shares, par value \$1.00 each	
Refundable deposits:	\$ 1,950.00		
Cash		<u>Issued and fully paid:</u>	
\$7,500.00 Hydro Electric Power		5,596,181 shares, April 30, 1964	\$5,596,181.00
Commission of Ontario bonds, at cost	7,364.75	Less - discount less premium	2,963,815.90
Prepaid expenses		400,000 shares issued during period	
Preproduction expense		for cash	\$ 400,000.00
Deferred exploration expenditures -		Less - discount	340,000.00
MacDiarmid Township, Ontario	<u>1,409.15</u>	250,000 shares issued during period for	60,000.00
	113,026.17	mining claims	
		Less - discount	250,000.00
<u>Fixed assets</u>		<u>6,246,181</u> shares	<u>225,000.00</u>
Mining properties, at cost	\$1,101,266.89		\$2,717,365.10
Buildings, machinery and equipment,			
at cost		<u>Deficit</u>	
Less - accumulated depreciation	<u>\$1,057,348.66</u>	Balance, April 30, 1964	\$1,160,902.72
	819,447.12	Add - operating loss, per statement	14,483.74
		- loss on sale of investments	6,866.76
			<u>\$1,182,253.22</u>
		Deduct - rental income from lease of	
		mill and mining properties	7,833.00
			<u>1,174,420.22</u>
			<u>1,542,944.88</u>
			<u>\$1,566,925.90</u>

Note - As at August 31, 1964 the company held the following securities:

	Cost
27,500 shares Consolidated Halliwell Limited	\$17,096.45
3,750 shares Matachewan Canadian Gold Limited	5,625.00
5,000 shares Linlithian Mines Limited	1.00
	<u>\$22,722.45</u>

Subsequent to August 31, 1964 the company sold all its shares of Consolidated Halliwell Limited for \$7,978.55. The remaining securities held had a market value of \$1,087.50 as at November 11, 1964.

Approved on behalf of the
Board of Directors:

[Signature] (Director)
[Signature] (Director)

SILVER-MILLER MINES LIMITED

INTERIM STATEMENT OF OPERATIONS

FOR THE FOUR MONTHS ENDED AUGUST 31, 1964
(Prepared from the books without audit)

<u>Production</u>	\$40,998.75	
Deduct - shipping, refining and marketing charges	<u>4,516.29</u>	\$36,482.46
<u>Operating expenses</u>		
Development and mining	\$24,370.80	
Milling charges	3,032.00	
General and office expenses at property	10,642.45	
Head office:		
Directors' fees	\$ 425.00	
Officers' salaries	2,000.00	
Shareholders' reports and publicity	2,124.55	
Registrar's and transfer agent's fees	2,382.73	
Legal and audit fees	3,307.75	
Travelling	273.30	
Rent	400.00	
Secretarial services	470.00	
Government fees and taxes	575.86	
Miscellaneous office expenses	<u>961.76</u>	
	<u>12,920.95</u>	<u>50,966.20</u>
<u>Operating loss, before depreciation and</u>		
pre-production expense write-off		<u>(\$14,483.74)</u>

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE FOUR MONTHS ENDED AUGUST 31, 1964
(Prepared from the books without audit)

<u>Source of funds</u>		
Sale of capital stock	\$60,000.00	
Rental from lease of mining properties	6,000.00	
Proceeds from sale of shares of another mining company	<u>7,098.99</u>	<u>\$73,098.99</u>
<u>Application of funds</u>		
Operating loss for the period, per statement	\$14,483.74	
Less - decrease in prepaid expenses - not		
involving an outlay of funds	<u>841.99</u>	<u>\$13,641.75</u>
Acquisition of mining claims, MacDiarmid		
Township, Ontario - portion of con-		
sideration paid in cash		<u>15,000.00</u>
Exploration expenditures on MacDiarmid		
Township claims:		
Engineer's report	\$ 500.00	
Consulting engineer's fees	400.00	
Deposit on geophysical survey	500.00	
Maps	<u>9.15</u>	<u>1,409.15</u>
		<u>30,050.90</u>
<u>Increase in working capital</u>		<u>\$43,048.09</u>

	April 30, 1964	August 31, 1964	Increase (Decrease) in Working Capital
<u>Working capital changes</u>			
<u>Current assets</u>			
Cash	\$41,232.21	\$51,442.14	\$10,209.93
Refinery settlements receivable	-	37,453.23	37,453.23
Accounts receivable	4,554.71	885.04	(3,669.67)
Stores and supplies	<u>2,093.16</u>	<u>2,228.44</u>	<u>135.28</u>
	<u>\$47,880.08</u>	<u>\$92,008.85</u>	<u>\$44,128.77</u>
<u>Current liabilities</u>			
Accounts payable	<u>13,066.34</u>	<u>14,147.02</u>	<u>(1,080.68)</u>
<u>Working capital</u>	<u>\$34,813.74</u>	<u>\$77,861.83</u>	<u>\$43,048.09</u>

Approved on behalf of the
Board of Directors:

[Signature] (Director)
[Signature] (Director)

On behalf of the Board of Directors, we hereby certify that there has been no material change in the financial position of the Company from August 31st, 1964 to date, other than the sale by the Company of its Cleopatra, University, Silver Hill, Conisil and Giroux lands (comprising a total of 256.10 acres) and the receipt of One Hundred and Thirty Thousand (\$130,000) dollars, being the balance of the sale price. No purchases, expenditures or obligations have been made or entered into by the Company, other than in the ordinary course of business.

DATED at Toronto this 17th day of November,
1964.

SIGNED on behalf of the Board
of Directors

[Signature]
Director

[Signature]
Director

10. Brief statement of company's chief development work during past year.	During the past year the Company carried out on its Cobalt properties some 1600 feet of drifting, crosscutting and raising, and approximately 12000 feet of underground diamond drilling. Some 1200 tons of ore were milled. The Company intends to carry out more detailed geophysical work on its Macdiarmid claims in the vicinity of the electromagnetic conductors prior to instituting a diamond drilling campaign.														
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None														
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	None														
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	250,000 shares are held in escrow by The Canada Trust Company, Toronto, Ontario, subject to release only on the written consent of the Toronto Stock Exchange.														
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Mr. Louis Gadesky, 365 Bay Street, Toronto, as to 25,000 shares Mr. Walter A. Carter, 365 Bay Street, Toronto as to 37,500 shares Mistango River Mines Limited, 365 Bay Street, Toronto, as to 112,500 shares														
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>Houston & Company, 335 Bay Street, Toronto</td><td>260,575 shares</td></tr><tr><td>Jenkin, Evans & Co. Ltd., 360 Bay Street, Toronto</td><td>143,500 shares</td></tr><tr><td>Mistango River Mines Limited, 365 Bay Street, Toronto (escrowed)</td><td>112,500 shares</td></tr><tr><td>Doherty, Roadhouse & McCuaig Bros. 335 Bay Street, Toronto</td><td>106,072 shares</td></tr><tr><td>James Richardson & Sons Ltd., 8 King Street East, Toronto</td><td>105,117 shares</td></tr></table> <p>The Company is not aware of the Beneficial owners of the above shares.</p>			Houston & Company, 335 Bay Street, Toronto	260,575 shares	Jenkin, Evans & Co. Ltd., 360 Bay Street, Toronto	143,500 shares	Mistango River Mines Limited, 365 Bay Street, Toronto (escrowed)	112,500 shares	Doherty, Roadhouse & McCuaig Bros. 335 Bay Street, Toronto	106,072 shares	James Richardson & Sons Ltd., 8 King Street East, Toronto	105,117 shares		
Houston & Company, 335 Bay Street, Toronto	260,575 shares														
Jenkin, Evans & Co. Ltd., 360 Bay Street, Toronto	143,500 shares														
Mistango River Mines Limited, 365 Bay Street, Toronto (escrowed)	112,500 shares														
Doherty, Roadhouse & McCuaig Bros. 335 Bay Street, Toronto	106,072 shares														
James Richardson & Sons Ltd., 8 King Street East, Toronto	105,117 shares														
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	None, except that Directors of the Company on a solicitation of proxies may be in a position to elect or cause to be elected a majority of the Directors of the Company.														
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><td></td><td><u>Cost</u></td><td><u>Market Value</u></td></tr><tr><td>3,750 shares Matachewan Canadian Gold Mines Ltd.</td><td>\$5,625.00</td><td>\$1,087.50</td></tr><tr><td>5,000 shares Linlothian Mines Ltd.</td><td><u>1.00</u></td><td><u>Nil</u></td></tr><tr><td></td><td>\$5,626.00</td><td>\$1,087.50</td></tr></table>				<u>Cost</u>	<u>Market Value</u>	3,750 shares Matachewan Canadian Gold Mines Ltd.	\$5,625.00	\$1,087.50	5,000 shares Linlothian Mines Ltd.	<u>1.00</u>	<u>Nil</u>		\$5,626.00	\$1,087.50
	<u>Cost</u>	<u>Market Value</u>													
3,750 shares Matachewan Canadian Gold Mines Ltd.	\$5,625.00	\$1,087.50													
5,000 shares Linlothian Mines Ltd.	<u>1.00</u>	<u>Nil</u>													
	\$5,626.00	\$1,087.50													
18. Brief statement of any lawsuits pending or in process against company or its properties.	None														
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	By agreement dated May9, 1963, the Company granted to Hiho Silver Mines Limited a lease on its Kerr and Lawson properties for a period of 5 years from May 1963, at an annual rental of \$6,000 payable in advance and whereunder Hiho Silver Mines Limited is permitted to develop and mine the properties. A royalty of 10% of net smelter returns is payable to the Company and annual rentals may be deducted therefrom. Hiho Silver Mines Limited is permitted at any time up to 3 months prior to the expiry of the lease to purchase the properties for \$75,000 less rentals and royalties theretofore paid. The lease may be renewed for a further term of 5 years and may be terminated any time after the first two years of the initial term.														
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Shares of the Company underwritten as referred to in item 6 will be in the course of primary distribution to the public.														

DATED November 11th, 1964

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"M. Cooper" *M. Cooper* **PRESIDENT** **CORPORATE SEAL**
 "J.M. Wainberg" *J.M. Wainberg* **SECRETARY**

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"J.E. Houston" *J.E. Houston* **MORGAN SECURITIES LIMITED**

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1285.
FILED, APRIL 1st. 1965.

SILVER-MILLER MINES LIMITED

Full corporate name of Company
Incorporated under predecessor of Part IV of the Corporations Act
(Ontario) by Letters Patent dated January 9, 1946

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 1226.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	<p>(a) Acquisition of claims - Item 11</p> <p>(b) Underwriting and Option Agreement - Item 6</p>
2. Head office address and any other office address.	<p>Suite 714 - 62 Richmond Street West, Toronto, Ontario</p> <p>Mine Office - Cobalt, Ontario</p>
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President & Director: Murray Cooper, Suite 714, 62 Richmond St. West, Toronto - Mining Executive.</p> <p>Secretary-Treasurer & Director: J. M. Wainberg, Q.C., 217 Bay Street, Toronto - Lawyer</p> <p>Asst. Treasurer & Director: E. Franklin Furniss, Suite 714 62 Richmond St. West, Toronto - Corporation Secretary and Accountant</p> <p>Director: Harold B. McLean, Cobalt, Ontario - Mine Manager</p> <p>Vice-President & Director: Charles G. Gray, 84 Kimbark Road, Toronto - Consultant, Ontario Development Agency, formerly Assistant Manager, Head Office of Canadian Imperial Bank of Commerce, now retired under pension.</p> <p>Director: Walter A. Carter, Suite 503, 365 Bay Street, Toronto - Mining Engineer</p> <p>Director: Ernest F. Griffith, 67 Yonge St. Toronto - Accountant.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	<p>The authorized capital is \$7,000,000 divided into 7,000,000 shares with par value of \$1.00, of which 6,246,181 are issued and outstanding.</p>
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	<p>None</p>
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>The Company has entered into an Underwriting and Option Agreement dated the 29th day of March 1965, with Draper Dobie & Company Ltd., (acting on behalf of a client) for the Underwriting of 200,000 shares at 17½¢ per share payable upon acceptance for filing of this Filing Statement and in consideration of the said purchase the Company has granted to the Underwriter an option on a further 200,000 shares at 17½¢ per share within three months and on 153,819 shares at 22½¢ per share within six months.</p> <p>The Underwriting and Option Agreement dated April 20, 1964 with Morgan Securities Limited has lapsed.</p>

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Draper Dobie & Company Ltd. entered into the said Underwriting and Option Agreement acting on behalf of its client, Compact Investments Limited, 62 Richmond Street West, Toronto, Ont. The only person having a greater than 5% interest in Compact Investments Limited is Martin B. Fremont, 740 Briar Hill Road, Toronto, Ontario.										
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None										
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	On its Cobalt properties the Company will continue its underground diamond drilling campaign with cross-cutting and raising as recommended by L.E. Cunningham, Mining Engineer, at a cost of approximately \$13,050.00. On its Macdiarmid Township property the company will continue its drilling campaign and geological mapping as recommended by G.S. Willson, Mining Geologist, at a cost of approximately \$11,600.00. On the Pic Township claims presently being acquired, the Company will conduct a program of surface mapping and ground magnetic survey as recommended by G.P. Thoday, P'Eng., at a cost of approximately \$7,600.00. The Company intends to continue its present policy of investing its surplus cash on hand in acceptable securities and not for any other purpose unless and until notice thereof has been given to and accepted by the Toronto Stock Exchange.										
10. Brief statement of company's chief development work during past year.	During the past year, on its Cobalt property, the Company did about 10,000 feet of surface and underground drilling and sent 1,008 tons of ore for custom milling. On its Macdiarmid properties a geophysical survey was completed and a surface diamond drilling program instituted.										
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The Company intends to purchase 56 unpatented mining claims in Pic Township of Ontario from Montcount Investments Limited, 62 Richmond St.W., Toronto and Louis Cadesky, 365 Bay St. Toronto for \$15,000 and 200,000 shares, of which 90% shall be escrowed subject to release on the consent of the Toronto Stock Exchange.										
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Louis Cadesky and Montcount Investments Limited. Only Ambis Mines Limited, Maynooth, Ont. and Louis Blumenthal, 243 Glencairn St., Toronto, have a greater than 5% interest in Montcount Investments Limited. Only Calvin R. Jennings, 50 Main Street, Norristown, Penna., U.S.A. has a greater than 5% interest in Ambis Mines Limited.										
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	250,000 shares are held in escrow by The Canada Trust Company, Toronto, Ontario, subject to release only on the written consent of the Toronto Stock Exchange.										
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Mr. Louis Cadesky, 365 Bay Street, Toronto, as to 25,000 shares Mr. Walter A. Carter, 365 Bay Street, Toronto, as to 37,500 shares. Mistango River Mines Limited, 365 Bay Street, Toronto, as to 112,500 shares.										
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <tr> <td>Doherty, Roadhouse & McCuaig Bros., 276 St. James St. West, Montreal, P.Q.</td> <td>130,830 shares</td> </tr> <tr> <td>Jankin, Evans & Co. Ltd., 360 Bay St. Toronto</td> <td>123,900 shares</td> </tr> <tr> <td>Houston & Company, 335 Bay St., Toronto</td> <td>209,575 shares</td> </tr> <tr> <td>Merrill Lynch Pierce Fenner & Smith Inc. 11 Adelaide St. West, Toronto</td> <td>97,442 shares</td> </tr> <tr> <td>James Richardson & Sons, 173 Portage Ave. E. Winnipeg, Man.</td> <td>108,052 shares</td> </tr> </table> <p>The Company is not aware of the Beneficial owners of the above shares.</p>	Doherty, Roadhouse & McCuaig Bros., 276 St. James St. West, Montreal, P.Q.	130,830 shares	Jankin, Evans & Co. Ltd., 360 Bay St. Toronto	123,900 shares	Houston & Company, 335 Bay St., Toronto	209,575 shares	Merrill Lynch Pierce Fenner & Smith Inc. 11 Adelaide St. West, Toronto	97,442 shares	James Richardson & Sons, 173 Portage Ave. E. Winnipeg, Man.	108,052 shares
Doherty, Roadhouse & McCuaig Bros., 276 St. James St. West, Montreal, P.Q.	130,830 shares										
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James Richardson & Sons, 173 Portage Ave. E. Winnipeg, Man.	108,052 shares										

FINANCIAL STATEMENTS

SILVER-MILLER MINES LIMITED
(Incorporated under the laws of the Province of Ontario)

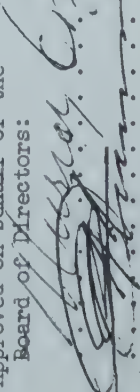
BALANCE SHEET

AS AT JANUARY 31, 1965
(Prepared from the books without audit)

ASSETS		LIABILITIES	
Current assets		Current liabilities	
Cash		Accounts payable	\$ 3,618.74
Accounts receivable		Deferred rental income	1,500.00
Stores and supplies, at cost			
Investments, at cost		Capital and deficit	
Shares in other mining companies (see footnote)		Capital stock	
Other assets and deferred charges			
Refundable deposits:		Authorized:	
Cash	\$ 1,950.00	7,000,000 shares, par value \$1.00 each	
\$7,500.00 Hydro-Electric Power Commission of Ontario bonds, at cost	- 7,364.75	Issued and fully paid:	
Prepaid expenses	\$ 9,314.75	6,246.181 shares	\$6,246.181.00
Preproduction expenses	2,239.36	Less - discount	2,528.815.90
Deferred exploration expenditures - MacDiarmid Township, Ontario:	91,512.54		\$2,717,365.10
Balance, August 31, 1964	\$ 1,409.15	Deficit	
Add - expenditures during period	1,146.00	Balance, August 31, 1964	\$1,174,420.22
		Add - net loss for the period, per statement	239,258.71
			1,413,678.93
Fixed assets			1,303,686.17
Mining properties, at cost	\$750,475.61		
Buildings, machinery and equipment, at cost	\$1,031,925.49		
Less - accumulated depreciation	793,689.20		
	988,711.90		
	\$1,308,804.91		

Note - Shares in other mining companies consist of the following:

	Market Value	Cost
3,750 shares Matachewan Canadian Gold Limited	\$1,312.50	\$5,625.00
5,000 shares Linlothian Mines Limited	-	1.00
	\$1,312.50	\$5,626.00

Approved on behalf of the Board of Directors:
 J. H. Simpson (Director)

SILVER-MILLER MINES LIMITED

STATEMENT OF OPERATIONS

FOR THE PERIOD SEPTEMBER 1, 1964 TO JANUARY 31, 1965
(Prepared from the books without audit)

<u>Production</u>	\$	232.02	
Deduct - refinery and marketing charges		<u>5.13</u>	\$ 226.89
<u>Operating expenses</u>			
Development and mining	\$	10,796.20	
General and office expenses at the property		<u>5,059.65</u>	
Head office:			
Directors' fees	\$	325.00	
Officer's salary		2,500.00	
Shareholders' reports and publicity		1,361.13	
Legal and audit fees		1,280.00	
Travelling		261.41	
Rent		500.00	
Secretarial services		345.00	
Miscellaneous office expenses		<u>1,373.61</u>	
	\$	<u>7,946.15</u>	
Less - interest earned		<u>1,686.95</u>	<u>6,259.20</u>
			<u>22,115.05</u>
<u>Operating loss</u>			(\$ 21,888.16)
Add - loss on sale of investments	\$	9,117.90	
- loss on sale of mining properties		<u>226,646.65</u>	
		<u>\$235,764.55</u>	
Less - profit on sale of fixed assets	\$15,060.00		
- rental income from lease of mill and mining properties	<u>3,334.00</u>	<u>18,394.00</u>	<u>217,370.55</u>
<u>Net loss for the period</u>			<u>(\$239,258.71)</u>

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIODS SEPTEMBER 1, 1964 TO JANUARY 31, 1965
AND FEBRUARY 1, 1965 TO MARCH 26, 1965
(Prepared from the books without audit)

	September 1, 1964 to January 31, 1965	February 1, 1965 to March 26, 1965
<u>Source of funds</u>		
Sale of mining properties - net proceeds	\$129,000.00	
Sale of fixed assets	15,060.00	
Sale of investments	<u>7,978.55</u>	
	<u>\$152,038.55</u>	\$ Nil
<u>Application of funds</u>		
Operating loss for the period September 1, 1964 to January 31, 1965, per statement	\$21,888.16	
Add - increase in prepaid expenses	<u>2,305.00</u>	<u>\$ 24,193.16</u>
Exploration expenditures on MacDiarmid Township claims:		
Consulting engineer's fees	500.00	\$ 200.00
Geophysical survey	<u>646.00</u>	<u>441.35</u>
	<u>\$ 1,146.00</u>	<u>\$ 641.35</u>
Office equipment	<u>\$ 334.75</u>	
Expenditures at mine office, Cobalt, Ontario:		
Month of February 1965	\$ 5,966.59	
March 1, 1965 to March 26, 1965, estimated (see attached note)	<u>5,000.00</u>	<u>\$10,966.59</u>
Head office expenditures:		
Officer's salary		1,000.00
Shareholders' reports and publicity		73.50
Legal and audit fees		300.00
Rent		200.00
Stock exchange fees		200.00
Share certificate costs		454.47
Miscellaneous		<u>250.23</u>
		<u>\$ 2,478.20</u>
<u>Total application of funds</u>	<u>\$ 25,673.91</u>	<u>\$14,086.14</u>
<u>Increase (decrease) in working capital</u>	<u>\$126,364.64</u>	<u>(\$14,086.14)</u>

	August 31, 1964	January 31, 1965	Increase (Decrease) in Working Capital
<u>Working capital changes</u>			
<u>Current assets</u>			
Cash	\$51,442.14	\$197,368.35	\$145,926.21
Refinery settlements receivable	<u>37,453.23</u>	-	<u>(37,453.23)</u>
Accounts receivable	885.04	8,671.25	7,786.21
Stores and supplies	<u>2,228.44</u>	<u>1,805.61</u>	<u>(422.83)</u>
	<u>\$92,008.85</u>	<u>\$207,845.21</u>	<u>\$115,836.36</u>
<u>Current liabilities</u>			
Accounts payable	<u>14,147.02</u>	<u>3,618.74</u>	<u>10,528.28</u>
<u>Working capital</u>	<u>\$77,861.83</u>	<u>\$204,226.47</u>	<u>\$126,364.64</u>
Approved on behalf of the Board of Directors:			

W. C. ... (Director) *E. ...* (Director)

NOTE TO FINANCIAL STATEMENT

MARCH 26, 1965

Note - Latest figures on expenditures at the mine office, Cobalt, Ontario, are to February 28, 1965. Expenditures at the mine office have been averaging approximately \$5,000.00 per month. No unusual expenditures have been incurred at the mine office in the month of March, therefore, for purposes of this statement expenditures have been estimated at \$5,000.00.

ENGINEER'S REPORT

Note:- The following are excerpts from a report by G. P. Thoday, P. Eng., dated March 29th, 1965, on mining claims located in Pic Township, Province of Ontario. A complete copy of this report is on file with the Toronto Stock Exchange.

INTRODUCTION

Silver-Miller Mines Limited have acquired 56 contiguous mining claims located in the northwest portion of Pic Township, Thunder Bay Mining Division of Ontario.

The claims are registered with the Ontario Department of Mines as follows:

TB-115401 to TB-115418 Inclusive

TB-115455 to TB-115490 Inclusive

TB-116054 to TB-116055 Inclusive

The claim group lies 3 miles south east of the town of Marathon and the main highway No. 627 runs through the property.

HISTORY

Prospecting has gone on intermittently in the area since the beginning of the century and in the 1930's claims were held around Bamoos Lake on some titaniferous magnetite showings. Interest in the magnetite was renewed in 1947, however, the discovery of large sulphide deposits in the Manitouwadge area caused a shift of interest from the Pic River area. The presence of disseminated sulphides showing low copper values has long been known in the magnetite-bearing alkalic rocks northwest and southeast of Bamoos Lake. The Anaconda Company (Canada) Limited has been carrying on investigations of the area for some time and following a preliminary drilling campaign have stepped up their staking and exploration tempo. They are building a first class road to the site of the drilling; and have erected two permanent buildings in Marathon.

The Silver-Miller claim group ties on to the east of the Anaconda ground. The following companies are active in the area. Mining Corporation of Canada, the Keevil interests, and Lake Head Mines.

CONCLUSIONS & RECOMMENDATIONS

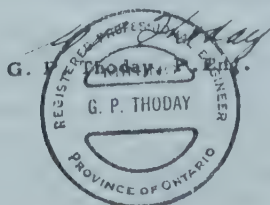
The Silver Miller claim group is tied on the east of Anaconda Mines (Canada) Limited.

The basic intrusive structure is believed to underlie the property of Silver-Miller Mines Limited.

It is recommended that the first step in the exploration be a program of surface mapping and a ground magnetic survey be carried out over the property. On the basis of the results a program of diamond drilling should be considered.

The cost of the above program will amount to \$7,600.00.

Respectfully submitted,



March 29, 1965
Toronto, Ontario

C E R T I F I C A T E

I, G. P. Thoday, of the Town of Halleybury, in the Province of Ontario, do hereby certify that:

1. I am a professional engineer in mining with business address at 1301-8 King Street East, Toronto, Ontario.
2. I attended the University of Saskatchewan and have been practicing my profession since 1942.
3. I am a member of the Association of Professional Engineers of Ontario; a member of the American Institute of Mining & Metallurgical Engineers; and a member of the Canadian Institute of Mining and Metallurgy.
4. I have no interest either directly or indirectly nor do I anticipate any interest either directly or indirectly in the property or securities of Silver-Miller Mines Limited.
5. My report is based on geological information from various government publications and maps of the area; and from a visit and examination of the property on November 20th and 21st, 1964.

March 29, 1965
Toronto, Ontario

G. P. Thoday, P. Eng.



ENGINEER'S REPORT

Note:-The following is a report by G. S. Willson, B. Sc., P. Eng., dated March 29th, 1965, on mining claims located in MacDiarmid Township, Porcupine Mining Division, Province of Ontario. A copy of this report is on file with the Toronto Stock Exchange.

INTRODUCTION

The following supplementary report is to review the results of the ground magnetic and horizontal loop electromagnetic surveys carried out by Hunttec Limited in November 1964 on the eight claims held by Silver-Miller Mines Limited in Macdiarmid Township, Ontario. Also to review the results of a vertical loop survey over a portion of the claims done by Prospecting Geophysics Limited in February, 1965. The report is to conclude with a recommended program with an estimate of the costs involved.

SUMMARY

Ground Magnetic Survey (1)

This indicated three anomalies. Two were elongated and narrow extending north and south across the central and western part of the claims; these were interpreted to represent diabase dikes. One was of greater Areal extent and was located in the north-eastern part of the claims; this anomaly extends on to the adjoining property to the east and is related there to an outcrop of gabbro. This same gabbro then appears to underlie the northeast portion of the claims.

Ground Electromagnetic Surveys

Horizontal Loop, Hunttec Limited (2)

This survey was carried out during the summer of 1964 during a period when the bush was very wet. A coil separation of 200 feet was used which would allow a probable depth penetration of 100 feet. It is presumed that the contractor was of the opinion that the depth to bedrock was quite shallow. The survey showed 3 weak conductors occurring close to the eastern edge of the interpreted diabase dike on lines 96 NW, 100NW, and 104 NW. All the conductors were weak, the best one being that on line 104 NW.

Ground Electromagnetic Surveys,
Horizontal Loop, Huntex Ltd - contd

In a letter to Mr. W.A. Carter, Consulting Engineer to Silver-Miller Mines Limited on December 28, 1964; the writer stated "It is felt that because of the saturated condition of the ground at the time of the survey and because the depth of overburden may have been greater than expected in some parts, there should be a test with vertical loop E.M. over part of the surveyed area."

VERTICAL LOOP E.M. - Prospecting Geophysics Ltd. (3)

The above recommendation was carried out in February, 1965. The test survey was done over the northern half of the claims and also a portion in the southwest corner. The results indicated five weak conductors A,B,C, D, and E. Conductor A roughly coincided with the best conductor obtained in the Huntex Limited survey.

DRILLING

Following the examination of these results the writer recommended the following drill holes be put down to check the conductors indicated:

SM-No. 1 - Collar 7+50 SW of baseline A on line 92 NW	
drill SW at 45° to	500 feet
No. 2 - Collar 6+00 SW of baseline A on line 96 NW	
drill SW at 45° to	500 feet
No. 3 - Collar 6+50 SW of baseline A on line 104 NW	
drill SW at 45° to	700 feet
No. 4 - Collar 8+00 NW of baseline B on line 80 NW	
drill SW at 45° to	400 feet
Reserve footage	<u>400 feet</u>
TOTAL FOOTAGE	<u>2500 feet</u>

SURFACE WORK

As soon as the snow disappears the areas of outcrop should be geologically mapped and these should be carefully prospected in the light of the drilling results. It is estimated the geological mapping would require one week and that the prospecting and trenching would require 2 men for 1 month.

ESTIMATE OF COST:

Drilling	- 2500' @ \$4.00	\$10,000.00
Geological mapping 1 week		
and transport		600.00
Prospecting & trenching - 2 men		
1 month		1,000.00
		<u>\$11,600.00</u>

This supplementary report is respectfully submitted for your consideration.

Yours very truly,


G.S. Willson,

Dated: March 29, 1965.

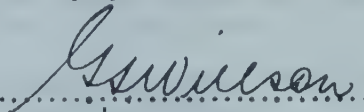
CERTIFICATE OF QUALIFICATION

This is to certify that the undersigned, Gray Sherman Willson of 131 Main St. West, Grimsby, Ontario has the following qualifications and experience in the field of mining exploration:

1. Graduation from the University of Toronto with the degree of Bachelor of Applied Science in the course of Mining Geology, 1941.
2. Assistant mine geologist, Sigma Mines, Bourlamaque, 1941.
3. Exploration Engineer, Little Long Lac Gold Mines, Geraldton, 1946-1948.
4. Field Geologist - Keevil Mining Associates and Dominion Gulf Co., Opawic Area, 1948.
5. Technical Sales Manager, Aeromagnetics Surveys Ltd., Toronto, 1951-1953.
6. Supervising Geologist and Project Manager, Canadian Colombo Plan Survey, West Pakistan, 1953-1956.
7. Assistant General Manager, Aeromagnetic Surveys Ltd., 1956-1957.
8. Consulting Geologist 1957 -

This report is not based on a personal examination of the properties referred to therein, but is based upon a review of the various maps and reports referred to in my said report.

I do not have nor do I expect to receive any interest either directly or indirectly in the properties or securities of Silver-Miller Mines Limited.


.....

ENGINEER'S REPORT

Note:-The following is a report by L. J. Cunningham, B. Sc., P. Eng., dated April 5th, 1965, on mining claims located in Cobalt Ontario. A copy of this report is on file with the Toronto Stock Exchange.

1 McPhee Avenue,
Kirkland Lake, Ontario
5th April, 1965

The President and Directors,
Silver Miller Mines Limited,
357 Bay Street,
TORONTO, Ontario.

Gentlemen:

The writer has reviewed your company's operations at Cobalt, Ontario from January, 1964 to 1st April, 1965. This work has largely consisted of diamond drilling both surface and underground with a limited amount of underground development at the Conisil property in early 1964. It is summarized as follows:

<u>1964</u>			
La Rose Property	Surface Drilling	6 holes	3,334 feet
	Underground "	5 holes	427 feet
Brady Lake Property	Underground Drilling	28 holes	5,230 feet
Conisil Property	Underground Drilling	8 holes	4,076 feet
	Underground Raising		244.4 feet
	Milling (Custom treated)		1,008 tons

During 1965 to April 1st all activity has consisted of underground diamond drilling on a one shift basis with one machine at the Conisil Property which amounted to 2,395 feet. Only the Conisil mining workings are presently dewatered.

Intensive exploration and development during the last 3 years at the Conisil Property, 610 Level, have revealed numerous intriguing drill hole intersections of silver and cobalt, a number of small but rich pockets of silver-cobalt mineralization and one ore shoot, 70 feet vertically by 40 feet in length, which produced approximately 85,000 ounces of silver over normal mining width of 4 feet. All of these are associated with the Keewatin rocks immediately (0 to 75 feet) below the lower contact of the Nipissing diabase sill.

Most of the more readily accessible drill hole intersections have been investigated by drifting and raising and the more distant ones have been tested by additional holes. Of this latter group, follow-up drilling has not produced results sufficiently encouraging to warrant pursuit by drifting and raising.

However, there remains one intersection relatively close to the mining workings which the writer recommends should be examined by development.

Drill Hole U,324 returned an intersection of 197.5 ounces of silver per ton over 2.3 feet at a point 60 feet north of the face of No. 3 vein

and 107 feet above the 610 Level. Two follow-up holes obtained intersections of 2½" cobalt mineralization and 11 ounces of silver per ton over 2 feet at 15 feet and 30 feet respectively to the east of the intersection of Hole U.324. The three intersections appear to be in alignment.

It is proposed that from the east face of #3 Vein, a crosscut be driven northerly a distance of 70 feet to permit raising (125 feet) to the intersection of Hole U.324.

The drilling of two additional diamond drill holes is recommended as follows:

- a) a northerly hole, 700 feet in length, collared near station 7020 and drilled parallel to Hole U.396 to probe an untested area lying north of numbers 3 and 6 veins,
- b) a southeasterly hole, 600 feet in length, collared near station 7026, designed to test the ground between holes U.369 and U.449.

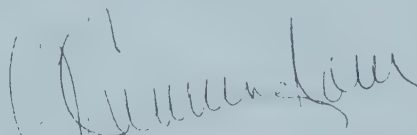
Both holes should be inclined so as to remain within the favourable horizon lying immediately below the diabase-Keewatin contact.

Estimated Cost of Recommendations

Crosscutting	70' @ \$40.00/foot	\$2,800.00
Raising	125' @ \$30.00/foot	3,750.00
Diamond drilling	1,300' @ \$5.00/foot	6,500.00
		<u>\$ 13,050.00</u>

All necessary plant and equipment to carry out this program (excluding diamond drills) are owned by the company.

Respectfully submitted,



L. J. Cunningham, B.Sc., P.Eng.,
Mining Engineer

Enclosures:

Composite Plan - Conisil Mine Workings Scale 1" = 100'
Plan of Part of Conisil 610 Level Scale 1" = 20'

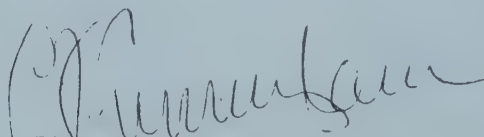
C E R T I F I C A T E

I, Leonard J. Cunningham, of 1 McPhee Avenue, Kirkland Lake, Ontario, do hereby certify that:

1. I am registered professional engineer residing at the above address,
2. I am graduate of Queen's University in Mining Engineering and I have practiced as a mining engineer since 1943,
3. I have no interest directly or indirectly nor do I expect to have any interest either directly or indirectly in the properties or securities of Silver Miller Mines Limited,
4. My report dated 5th April, 1965 is based on an examination of maps, reports and other data in the Cobalt office of Silver Miller Mines Limited; on verbal information obtained from Mr. H. B. McLean, Mine Manager, and on personal knowledge of the property.

Dated this 12th day of April, 1965 at Kirkland Lake, Ontario.

Signed,



L. J. Cunningham, B.Sc., P.Eng.,
Mining Engineer

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	None, except that Directors of the Company on a solicitation of proxies may be in a position to elect or cause to be elected a majority of the Directors of the Company.		
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	3,750 shares Matachewan Canadian Gold Mines Ltd.	<u>Cost</u> \$5,625.00	<u>Market Value</u> \$1,437.50
	5,000 shares Linlothian Mines Ltd.	<u>1.00</u>	<u>Nil</u>
		\$5,626.00	\$1,437.50
18. Brief statement of any lawsuits pending or in process against company or its properties.	None		
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None		
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Shares of the Company underwritten as referred to in item 6 will be in the course of primary distribution to the public.		

DATED March 30, 1965.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"M. Cooper"

"E. F. Furniss"

SILVER-MILLER MINES LIMITED

President

Secretary

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

DRAPER DOBIE & COMPANY LTD.

"W. M. Wismer"

"A. J. Coulter"

President

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1380.
FILED, DECEMBER 9th, 1965.

SILVER-MILLER MINES LIMITED

Full corporate name of Company
Incorporated under the predecessor of Part IV of the Corporations Act
(Ontario) by Letters Patent dated January 9th, 1946

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
Filing Statement No. 1285.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Acquisition of claims - Item 11
2. Head office address and any other office address.	Suite 714 - 62 Richmond Street West, Toronto, Ontario Mine office - Cobalt, Ontario
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President & Director: Murray Cooper, Suite 714, 62 Richmond Street West, Toronto - Mining Executive Vice-President & Director: Charles G. Gray, 84 Kimbark Road, Toronto - Consultant, Ontario Development Agency, formerly Assistant Manager, Head Office of Canadian Imperial Bank of Commerce, now retired under pension Secretary-Treasurer & Director: J. M. Wainberg, Q.C., 217 Bay Street, Toronto - Lawyer Assistant-Treasurer & Director: E. Franklin Furniss, Suite 714, 62 Richmond Street West, Toronto - Corporation Secretary and Accountant Director: Harold B. McLean, Cobalt, Ontario - Mine Manager Director: Walter A. Carter, Suite 503, 365 Bay Street, Toronto - Mining Engineer Director: Ernest F. Griffith, 67 Yonge St. Toronto - Accountant
4. Share capitalization showing authorized and issued and outstanding capital.	The authorized capital is \$7,000,000 divided into 7,000,000 shares with par value of \$1, of which 6,646,181 are issued and outstanding.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	The Underwriting and Option Agreement dated March 29, 1965, with Draper, Dobie & Company Limited has lapsed.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	On its Cobalt properties the Company continued its underground diamond drilling campaigns and intends to proceed with the same and any follow-up development that may be recommended. On its Macdiarmid Township property the Company completed 2,572 feet of diamond drilling and a magnetometer and electromagnetic survey. On its Pic Township claims the Company has postponed further work on the advice of W. A. Carter, P. Eng., its consulting mining engineer, until next spring when it plans to conduct a programme of surface mapping and a ground magnetic survey as recommended by G. P. Thoday, P. Eng., at a cost of approximately \$7,600. On its 35 Pine Point claims (referred to in item 11 and Schedule "A") the Company intends to carry out the recommendation of its consulting engineer and do 40 miles of line cutting, conduct an induced polarization survey which together with supervision and reports are estimated to cost approximately \$17,500. The Company intends to continue its present policy of investing its surplus cash on hand in acceptable securities and not for any other purpose unless and until notice thereof has been given to and accepted by the Toronto Stock Exchange. See Schedule "A" on page 3.

THIS IS SCHEDULE "A"

referred to in the annexed
Filing Statement

New Davies Petroleum Limited ("New Davies"), 62 Richmond Street West, Toronto, Ontario and Silver Miller Mines Limited ("Silver Miller"), 62 Richmond Street West, Toronto, Ontario, have entered into an agreement (the "Assignment Agreement") dated November 24th, 1965 with Louis Cadesky, 649 Spadina Road, Toronto, Ontario, whereunder in consideration of the payment of \$58,000 New Davies and Silver Miller will succeed to all of the right, title and interest held by Mr. Cadesky in the agreement (the "Working Option Agreement") dated October 30th, 1965 made between Mr. Cadesky and Stephen Yanik, 9340 146th Street, Edmonton, Alberta, and relating to a total of 65 mineral claims in the Pine Point Area, Northwest Territories. The mineral claims have been allocated amongst New Davies and Silver Miller as follows:-

New Davies allocation 30 claims bearing numbers: N69004-05-06-07-08-09-10-11-12-13; N69020-21-22-23-24-25-26-27-28-29; N69036-37-38-39-40-41-42-43-44-45.

Silver Miller allocation 35 claims bearing numbers: N69001-02-03; N69014-15-16-17-18-19; N69030-31-32-33-34-35; N69046-47-48; N67951-52-53-54-55-56-57-58-59-60-61-62-63-64-65-66-67.

The Working Option Agreement provided for an initial payment of \$8,000 which was duly made by Mr. Cadesky and in consideration thereof exploration may be carried out on the mineral claims. In order to continue the option the sum of \$16,000 is payable on or before October 30th, 1966 whereupon the period of the option is extended for one year and to fully exercise the option an additional sum of \$16,000 is payable on or before October 30th, 1967, and there is to be issued to Mr. Yanik 10% of the authorized capital of a new company to be incorporated after October 30th, 1965 with provision that the new company will have an authorized capital of not less than 3,000,000 shares, or in the place thereof, there may be issued to Mr. Yanik 100,000 shares of a company incorporated prior to October 30th, 1965. Of the shares accruing to Mr. Yanik 90% are to be held in escrow, subject to release only on the written consent of that company and of such Securities Commissions or like regulatory authorities as may be applicable and subject further to transfer, hypothecation, assignment or other alienation only with the written consents of such Securities Commissions or like regulatory authorities. It is also stipulated that the mineral claims are to be kept in good standing during the currency of the option and at least one year's assessment work performed and recorded.

The payment to Mr. Cadesky by New Davies and Silver Miller is allocated as follows:-

New Davies	\$27,000
Silver Miller	31,000
	<u>\$58,000</u>

The Assignment Agreement provides that if New Davies or Silver Miller wishes to continue their interest relative to the mineral claims allocated to them, then they shall pay their proportionate share of the option payments payable under the Working Option Agreement, such payments to be made in the proportion which the number of claims allocated to each of them bears to the total block of 65 mineral claims. If one of the Parties has not made an option payment within ten days of the date thereof, the other Party who has made its proportionate payment may make the defaulting Party's payment, whereon the mineral claims allocated to the defaulting Party shall be deemed to be allocated as to an 100% interest therein to the Party who has made good the payment of the defaulting Party. In the event of a Party defaulting in its share of either of the option payments, such Party shall have no further rights under the Assignment Agreement and the mineral claims allocated to it.

Unless otherwise agreed between the Parties, at any time after and only after the making of the \$16,000 payment falling due by October 30th, 1967 under the Working Option Agreement, a Party may on notice to the other Party cause to be incorporated a new company ("Newco") with an authorized capital of 3,000,000 shares to acquire the mineral claims which are the subject matter of the Working Option Agreement. Newco shall issue such number of vendor's shares to acquire the mineral claims as the Parties may agree, and failing agreement such number of vendor's shares as may be permitted by the then current practice of the Ontario Securities Commission and said vendor's shares shall be allocated

- (a) as to 300,000 to Stephen Yanik; and
- (b) the remaining vendor's shares shall be divided among the Parties in such proportion as they may agree and failing agreement such allocation shall be determined by arbitration, it being provided that the remaining vendor's shares shall be divided into 10 units and neither Party shall receive less than one of such units. The remaining units shall then be divided between the Parties in accordance with the then ascertainable economical value of the mineral claims allocated to each Party and which are acquired by Newco. If arbitration is necessary, the arbitrator shall be either the senior engineer or geological consultant to the Ontario Securities Commission whom failing an arbitrator to be appointed on application to a Judge of the Supreme Court of Ontario.

FINANCIAL STATEMENTS

SILVER-MILLER MINES LIMITED
(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

AS AT SEPTEMBER 30, 1965
(Prepared from the books of account without audit)

ASSETS		LIABILITIES	
Current assets		Current liabilities	
Cash	\$ 4,553.92	Accounts payable	\$ 7,711.32
Short-term deposits with trust companies, and \$1,500.00 accrued interest thereon	151,500.00	Deferred lease rental income	3,500.00
Miscellaneous receivables	538.87		
Stores and supplies, at cost	<u>1,751.06</u>	Capital and deficit	
	\$ 158,343.85		
Investments		Capital stock	
Shares in other mining companies, at cost (market value \$1,443.75)	5,626.00	Authorized:	
		7,000,000 shares, par value \$1.00 each	
Other assets and deferred charges		Issued and fully paid:	\$6,646,181.00
Refundable deposits - \$7,500.00 Hydro Electric Power Commission of Ontario bonds, at cost plus \$1,930.00 cash	\$ 9,314.75	6,646,181 shares	<u>3,873,815.90</u>
Prepaid expenses	5,232.81	Deduct - discount less premium	\$2,772,365.10
Preproduction and deferred exploration expenditures:			
Balance, April 30, 1965	\$ 82,196.36	Deficit	
Additions - May 1, 1965 to September 30, 1965	<u>5,757.98</u>	Balance, April 30, 1965	\$1,411,954.36
	\$ 87,954.34	Add - net loss for the period, per statement	<u>50,377.08</u>
Less - written off to operations	<u>7,800.00</u>		<u>1,462,331.44</u>
	80,154.34		1,310,033.66
Fixed assets			
Mining properties, at cost	\$857,065.61		
Buildings, machinery and equipment, at cost	\$1,033,655.49		
Less - accumulated depreciation	<u>828,147.87</u>		
	205,507.62		
	<u>1,062,573.22</u>		
	\$1,321,244.98		
			<u>\$1,321,244.98</u>

Approved on behalf of the
Board of Directors:
Murray Corp. (Director)
Murray Corp. (Director)

SILVER-MILLER MINES LIMITED

STATEMENT OF OPERATIONS

FOR THE FIVE MONTHS ENDED SEPTEMBER 30, 1965
(Prepared from the books of account without audit)

<u>Production</u>			\$ Nil
<u>Operating expenses</u>			
Development and exploration		\$20,452.04	
General and office expenses at the property		13,294.25	
Head office:			
Officer's salary	\$5,000.00		
Shareholders' reports and publicity	248.49		
Registrar's and transfer agent's fees	933.94		
Legal and audit fees	625.00		
Travelling	582.63		
Rent	500.00		
Miscellaneous office expenses	845.94	8,736.00	42,482.29
<u>Operating loss before the undermentioned items</u>			(\$42,482.29)
Add - depreciation of buildings, machinery and equipment		\$10,169.00	
- preproduction expense written off		7,800.00	
		\$17,969.00	
Less - interest earned	\$2,718.15		
- rental income from lease of company's mining properties	2,500.00		
- miscellaneous income	2,525.06	7,743.21	10,225.79
<u>Net operating loss</u>			(\$52,708.08)
Deduct - profit on sale of fixed assets		2,331.00	
<u>Net loss for the period</u>			(\$50,377.08)

SILVER-MILLER MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE FIVE MONTHS ENDED SEPTEMBER 30, 1965
(Prepared from the books of account without audit)

<u>Source of funds</u>				
Rental from lease of company's mining properties			\$ 6,000.00	
Proceeds from sale of fixed assets			2,331.00	
			<u>\$ 8,331.00</u>	
<u>Application of funds</u>				
Net operating loss, per statement		\$ 52,708.08		
Deduct - items not affecting working capital, depreciation of buildings and equipment	\$ 10,169.00			
- amortization of preproduction expense	7,800.00			
	<u>\$ 17,969.00</u>			
Less - amortization of deferred lease rental income	\$2,500.00			
- increase in pre-paid expenses	2,885.10	5,385.10	12,583.90	40,124.18
Exploration expenditures:				
Engineers' fees		\$ 972.00		
Diamond drilling		4,785.98	5,757.98	
Purchase of truck			2,369.00	
			<u>\$48,251.16</u>	
<u>Decrease in working capital</u>				\$39,920.16
<u>Changes in working capital</u>	April 30, 1965	September 30, 1965		Increase (Decrease)
Current assets	\$210,509.47	\$158,343.85		(\$ 52,165.62)
Current liabilities	19,956.78	7,711.32		(12,245.46)
Working capital	<u>\$190,552.69</u>	<u>\$150,632.53</u>		<u>(\$ 39,920.16)</u>

Approved on behalf of the
Board of Directors:
[Signature] (Director)
[Signature] (Director)

November 30, 1965

THIS IS TO CERTIFY that there are no material changes
in the Company's Balance Sheet between September 30,
1965 and this date.

[Signature]
Director
[Signature]
Director

ENGINEER'S REPORT

Note - The following are excerpts from a report by J.D. Harvey, B.Sc., P.Eng., dated November 29th, 1965, on mining claims located in the Pine Point Area, District of Mackenzie, Northwest Territories. A complete copy of this report is on file with the Toronto Stock Exchange.

SUMMARY

The two claim groups comprising 65 contiguous claims situated in the Pine Point lead-zinc mining camp are located approximately 15 miles due south of Presqu'ile Point on the south shore of Great Slave Lake. Within four miles of the properties north boundary there exists excellent road and railroad facilities which terminate at the Pine Point Mines property situated 10 miles to the northeast which is currently being readied for production.

To date Pine Point Mines has discovered a number of rich lead-zinc deposits along a belt approximately 20 miles long and 2 to 4 miles wide. Ore reserves reported at this time are 17.5 million tons, grading 4.8% lead and 7.4% zinc. Recently, the Pyramid Mining Company Limited has reported the discovery of a significant high grade lead-zinc deposit 6 miles east of the Pine Point orebodies. The deposits currently available for production are amenable to open pit mining and later this year Pine Point Mines plan to operate on an initial rate of 5000 tons per day.

All of the ore deposits found to date occur within a recrystallized, reefoidal, dolomitized sedimentary bed called the Presqu'ile Formation. The favorable bed, formally an unaltered limestone, has been placed by government geologists in the stratigraphic column between the overlying Slave Point Formation and underlying Pine Point Formation all belonging to the Middle Devonian period of the Palaeozoic era. Structurally the lead-zinc ore, accompanied with its gangue mineral assemblage of marcasite, calcite, silica, and minor silver and copper, has been deposited in the shattered crests and troughs of broad folds where they are intersected by deep-rooted Precambrian fault zones along which the ore solutions are believed to have emanated. The fold axes and fault structures both trend obliquely to each other, in a general southwest direction thereby placing the properties on strike with the known deposits of the area. The Presqu'ile Formation trends in a north-westerly direction with a regional dip of approximately 20 feet to the mile. Previous drilling by the Consolidated Mining and Smelting Interests has shown that the Presqu'ile dolomite underlies the claims.

Exploration programs in the area in the past have been most successful by utilizing the induced polarization method of geophysical surveying. A high ratio of economic diamond drill targets has resulted from this method of surface prospecting over areas where the Presqu'ile Formation is known to lie.

It is recommended that initially, induced polarization surveys be conducted over the claim groups. After the geophysical surveys are carried out, on 400 foot line spacing at 100 foot station intervals, any anomalies found should be tested with diamond drilling. Costs of such a program would be at a minimum, in the order of \$17,500.00 and \$15,000.00 respectively for Silver Miller and New Davies.

CONCLUSIONS

The two contiguous claim groups lie within the favorable mineralized lead-zinc belt which has already yielded several ore bodies to Pine Point Mines Limited. The claims can all be readily serviced by nearby road, railroad and electric power sources.

Favorable conditions which are thought to control the ore deposition at the Pine Point Mines and believed to be present on the properties are:

- 1) the host sedimentary recrystallized reefoidal dolomite bed designated the Presqu'ile Formation.
- 2) important anticlinal and synclinal fold structures which localize the ore
- 3) deep-seated basement Precambrian fault zones along which the ore solutions are postulated to have migrated along from their source.

The claims are situated along the projected extension of the above conditions which have been shown to trend in a general southwesterly direction, in the immediate area of Pine Point Mines Limited.

The properties apparently have not previously been held and hence little is known of the geological conditions underlying the surface. Structural drilling in the area by the Cominco interests however has indicated the existence of the Presqu'ile below the surface of the groups. No outcrops have been found on the properties and the thick overburden indicated should be passed through with deep penetrating diamond drill and induced polarization equipment which will be necessary to reach the important Presqu'ile Formation which is believed to lie at least 200 feet below the surface. The total minimum cost of such a program for each of Silver Miller and New Davies will be \$17,500.00 and \$15,000.00 respectively.

RECOMMENDATIONS

- 1) A grid system should be established on the groups with base and control lines set at south 65 degrees west and picket lines at right angles to the latter cut at 400 foot intervals and stations placed every 100 feet apart.
- 2) An induced polarization survey should be carried out on the above grid system.
- 3) A diamond drill program will be necessary in order to test any anomalous conditions indicated by the geophysical surveys.

COST ESTIMATES

The following is a breakdown of the anticipated costs for the 3 groups
In carrying out the above recommendations:

Silver Miller

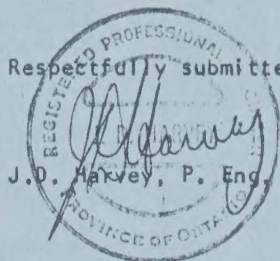
1) 40 miles picket lines @ \$75.00 per mile	=	\$ 3,000.00
2) 40 " I.P. surveying @ \$300.00 per mile	=	12,000.00
3) Supervision, reports, etc.	=	<u>2,500.00</u>
Total		\$ <u>17,500.00</u>

New Davies

1) 35 miles picket lines @ \$75.00 per mile	=	\$ 2,625.00
2) 35 " I.P. surveying @ \$300.00 per mile	=	10,500.00
3) Supervision, reports, etc.	=	<u>1,875.00</u>
Total		\$ <u>15,000.00</u>

A total therefore of \$17,500.00, and \$15,000.00 should be provided at
a minimum respectively for the Silver Miller and New Davies. The costs of
diamond drilling cannot be estimated at the present time as they are depen-
dent on the results of the I.P. surveys.

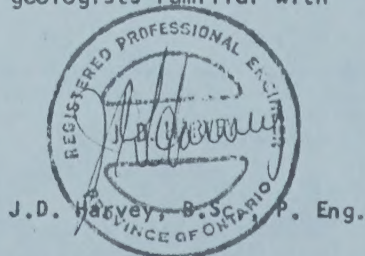
Respectfully submitted,



CERTIFICATE OF QUALIFICATION

I, J.D. Harvey, of the Town of Timmins, in the County of
Cochrane, Province of Ontario, hereby certify:

1. That I am a geologist residing at 63 Carlin Avenue,
Timmins, Ontario.
2. That I am a graduate of the University of New Brunswick
with the Degree of Bachelor of Science.
3. That I am a registered Professional Engineer in the Province
of Ontario, and have practiced my profession as Geologist
for the past 6 years.
4. That I have no interest directly or indirectly, nor do I
expect any such interest directly or indirectly in the
properties or securities of Silver Miller Mines Limited or
New Davies Petroleum Limited.
5. That the accompanying report is based on personal knowledge
of the area as the result of a visit conducted during the
period September 25th to October 5th, 1965 to neighbouring
properties of the area, and on personal examination of outcrop
specimens and ore material from Pine Point Mines Limited. It
is also based on published data of the area and on discussions
carried out on the area with other geologists familiar with
the area.



Dated at Toronto,
in the County of York,
Province of Ontario,
this 29th day of
November, 1965.

10. Brief statement of company's chief development work during past year.	See Item 9												
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	See Schedule "A" on page 3.												
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	So far as the Company is aware no person or company has received or is entitled to receive from Mr. Stephen Yanik a greater than 5% interest in the consideration which has accrued or may accrue to him under the working option agreement. So far as the Company is aware no person or company has received or is entitled to receive from Mr. Louis Gadesky a greater than 5% interest in the \$58,000 payable to him; however it should be noted that of such amount \$8,000 represents reimbursement to Mr. Gadesky for the sum of \$8,000 paid by him to Mr. Yanik.												
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow of the pooling agreement.	430,000 shares are held in escrow by The Canada Trust Company, Toronto, Ontario, subject to release only on the written consent of the Toronto Stock Exchange.												
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<table><tr><td>Mountcount Investments Ltd., Suite 403, 62 Richmond Street West, Toronto</td><td>90,000 shares</td></tr><tr><td>Mistango River Mines Limited, 100 Adelaide Street West, Toronto</td><td>112,500 shares</td></tr><tr><td>Mr. Louis Gadesky, 100 Adelaide Street West, Toronto</td><td>115,000 shares</td></tr><tr><td>Mr. W. A. Carter, 209 Strathallen Wood, Toronto</td><td>37,500 shares</td></tr></table>	Mountcount Investments Ltd., Suite 403, 62 Richmond Street West, Toronto	90,000 shares	Mistango River Mines Limited, 100 Adelaide Street West, Toronto	112,500 shares	Mr. Louis Gadesky, 100 Adelaide Street West, Toronto	115,000 shares	Mr. W. A. Carter, 209 Strathallen Wood, Toronto	37,500 shares				
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Mr. Louis Gadesky, 100 Adelaide Street West, Toronto	115,000 shares												
Mr. W. A. Carter, 209 Strathallen Wood, Toronto	37,500 shares												
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>Draper Dobie & Co. Ltd., 25 Adelaide Street West, Toronto</td><td>270,675 shares</td></tr><tr><td>Houston & Company, 335 Bay Street, Toronto</td><td>179,975 shares</td></tr><tr><td>Doherty, Roadhouse & McCuaig Bros., 276 St. James St. West, Montreal</td><td>133,930 shares</td></tr><tr><td>Mr. Louis Gadesky, 100 Adelaide Street West, Toronto - (escrowed)</td><td>115,000 shares</td></tr><tr><td>Mistango River Mines Limited, 100 Adelaide Street West, Toronto (escrowed)</td><td>112,500 shares</td></tr></table> <p>The Company is not aware of the beneficial owners of the above shares.</p>	Draper Dobie & Co. Ltd., 25 Adelaide Street West, Toronto	270,675 shares	Houston & Company, 335 Bay Street, Toronto	179,975 shares	Doherty, Roadhouse & McCuaig Bros., 276 St. James St. West, Montreal	133,930 shares	Mr. Louis Gadesky, 100 Adelaide Street West, Toronto - (escrowed)	115,000 shares	Mistango River Mines Limited, 100 Adelaide Street West, Toronto (escrowed)	112,500 shares		
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Mr. Louis Gadesky, 100 Adelaide Street West, Toronto - (escrowed)	115,000 shares												
Mistango River Mines Limited, 100 Adelaide Street West, Toronto (escrowed)	112,500 shares												
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	None, except that directors of the Company on a solicitation of proxies may be in a position to elect or cause to be elected a majority of the directors of the Company.												
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><td></td><td><u>Cost</u></td><td><u>Market Value</u></td></tr><tr><td>3,750 shares Matachewan Canadian Gold Mines Ltd.</td><td>\$5,625.00</td><td>\$1,437.50</td></tr><tr><td>5,000 shares Linlothian Mines Ltd.</td><td>1.00</td><td>Nil</td></tr><tr><td></td><td><u>\$5,626.00</u></td><td><u>\$1,437.50</u></td></tr></table>		<u>Cost</u>	<u>Market Value</u>	3,750 shares Matachewan Canadian Gold Mines Ltd.	\$5,625.00	\$1,437.50	5,000 shares Linlothian Mines Ltd.	1.00	Nil		<u>\$5,626.00</u>	<u>\$1,437.50</u>
	<u>Cost</u>	<u>Market Value</u>											
3,750 shares Matachewan Canadian Gold Mines Ltd.	\$5,625.00	\$1,437.50											
5,000 shares Linlothian Mines Ltd.	1.00	Nil											
	<u>\$5,626.00</u>	<u>\$1,437.50</u>											
18. Brief statement of any lawsuits pending or in process against company or its properties.	None												
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None												
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>There are no other material facts.</p> <p>An affidavit by the vendor of the mining claims, Louis Gadesky, has been filed with the Exchange and is available for inspection.</p>												

CERTIFICATE OF THE COMPANY

DATED November 30, 1965

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

SILVER-MILLER MINES LIMITED

per

C. G. Gray Vice-President

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

J. M. Weinberg Sec-Treas.

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)